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Berry & Greusel
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Jamie B. Greusel
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Licensed in FL and NJ

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of Counsel
Licensed in FL and IL

July 31, 1995

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****122.50 ****122.50

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: BULLY'S BAGELS, INC.

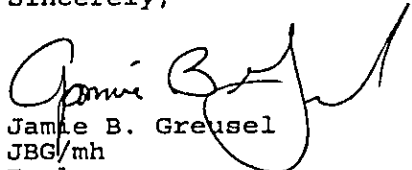
Gentlemen/Ladies:

Enclosed please find duplicate original Articles of Incorporation for the corporation referenced above. Please file an original in your office and return a certified copy to us.

We are enclosing our check in the amount of \$122.50 as follows:

Filing Fee	\$35.00
Certificate Designating Registered Agent	35.00
Certified Copy	52.50
	<hr/>
	\$122.50

Sincerely,


Jamie B. Greusel
JBG/mh
Enclosure

FILED
SECRETARY OF STATE
CORPORATIONS
95 AUG 16 PM 12:25

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 16 PM 12:25

ARTICLES OF INCORPORATION
OF
BULLY'S BAGELS, INC.

I. NAME

The name of the corporation is BULLY'S BAGELS, INC.

II. TERM OF EXISTENCE

This corporation shall have perpetual existence.

III. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the Laws of the State of Florida.

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, all shares, having a par value of One Dollar (\$1.00) per share.

V. PREEMPTIVE RIGHTS

The Stockholders of this corporation shall have preemptive rights as to any officer for the sale of shares of this corporation to third parties or individual shareholders of this corporation.

VI. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 1104 N. Collier Blvd., Marco Island, Florida 33937. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. INITIAL REGISTERED AGENT

The initial registered agent of the corporation is JAMIE B. GREUSEL, c/o Berry & Greusel, 1104 N. Collier Blvd., Marco Island, Florida 33937.

VIII. DIRECTORS

This corporation shall have one director initially. The number of directors, may, from time to time, be increased by By-Laws adopted by the stockholders. The name and address of the first member of the Board of Directors is Jamie B. Greusel, c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 33937.

IX. SUBSCRIBER AND INCORPORATOR

The subscriber and incorporator to these Articles of Incorporation is Jamie B. Greusel, c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 33937.

X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders and all the directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation on the 31st day
of July, 1995.

Jamie B. Greusel
JAMIE B. GREUSEL

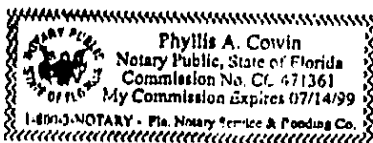
COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me
this 31 day of July, 1995 by Jamie B. Greusel
who is personally known to me or who has produced
(type of identification) as
identification and who did (did not) take an oath.

(SEAL)

Phyllis A. Cowin
Notary Public

(typed name)
My Commission Expires: 7/14/99
Commission # CC 471361



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 and 607.0501, Florida Statutes the following is submitted:

BULLY'S BAGELS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Marco Island, Florida 33937, has named Jamie B. Greusel, Berry & Greusel, 1104 N. Collier Blvd., Marco Island, Florida 33937 as its agent to accept service of process within Florida.

Date: July 31, 1995

Jamie B. Greusel
JAMIE B. GREUSEL

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Jamie B. Greusel
JAMIE B. GREUSEL

This instrument prepared by:

BERRY & GREUSEL, Attorneys at Law
1104 N. Collier Blvd.
Marco Island, Florida 33937
(813) 394-8111