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TRANSMITTAL LETTER

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: Life's a Bagel, Inc.

Enclosed please find an original and two (2) copies of the articles of incorporation for the above corporation and a check in the amount of \$122.50.

From:

Marc C. Ruocco
Marc C. Ruocco
931 Village Blvd. # 905-146
West Palm Beach, FL 33409
(407)-471-3764

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ARTICLES OF INCORPORATION

OF

LIFE'S A BAGEL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Life's a Bagel, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 931 Village Blvd. # 905-146, West Palm Beach, Florida 33409.

ARTICLE III DURATION

The corporation shall have a perpetual existence.

ARTICLE IV PURPOSE

The purpose of this corporation is to engage in any lawful activity.

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2,000 shares of common stock.


ARTICLE VI INITIAL REGISTERED AGENT

The name and address of the initial registered agent is: Marc C. Rucco, 931 Village Blvd. #905-146, West Palm Beach, Florida 33409.


ARTICLE VII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Marc C. Rucco, 931 Village Blvd. #905-146, West Palm Beach, Florida 33409.

The undersigned has executed these ARTICLES OF INCORPORATION this day of , 1995.


Marc C. Rucco, Incorporator

The foregoing ARTICLES OF INCORPORATION of LIFE'S A BAGEL, INC. were acknowledged before me this 30th day of June , 1995 by Marc C. Rucco, as incorporator.


Notary Public
Commission Expires July 3, 1997


CERTIFICATE OF DESIGNATION

REGISTERED AGENT/ REGISTERED OFFICE

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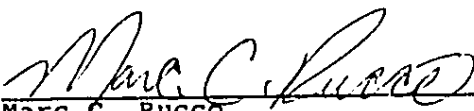
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Life's A Bagel, Inc.
2. The name and address of the registered agent and office is: Marc C. Rucco
931 Village Blvd. # 905-146
West Palm Beach, Florida 33409


Marc C. Rucco, Incorporator

June 30, 95
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Marc C. Rucco

June 30, 95
Date