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GERALD WEINBERG, P.C.

Attorneys at Law
90 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (800) 342-9858
Fax (800) 354-3381

August 24, 1995

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attn: Corp Division
Jo Minard

Re: FLAKOWITZ BAGEL INC.

Dear Ms. Minard,

Enclosed herein please find the original and a copy of the Articles of Incorporation in connection with the above named Corporation. Please file the articles and then return a stamped filed copy to me in the Federal Express envelope enclosed for your convenience.

I have enclosed my firm's check in the amount of \$70.00, for the state's filing fee.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

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*****70.00 *****70.00

ARTICLES OF INCORPORATION
OF
FLAKOWITZ BAGEL, INC.

Filed by:

Sherwin Grossfield, Esq.
20 East 46th Street
New York, New York 10017

ARTICLES OF INCORPORATION

FLAKOWITZ BAGEL, INC.

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

ARTICLE I. NAME

The name of the corporation is FLAKOWITZ BAGEL, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Debra Flakowitz
4991 North University Drive
Lauderhill, Florida 33351

ARTICLE VI. PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

4991 North University Drive
Lauderhill, Florida 33351

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

FILED
55 AUG 25 AM 6:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 24th day of August, 1995.

Lawrence A. Kirsch
LAWRENCE A. KIRSCH

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this
24th day of August, 1995 by the incorporator of FLAKOWITZ BAGEL, INC.

Wendy J. Henderson
Notary Public
My Commission Expires:

WENDY J. HENDERSON
Notary Public, State of New York
No. 01HE5031008
Qualified in Albany County
Commission Expires July 25, 1996

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: FLAKOWITZ BAGEL, INC.

2. The name and address of the registered agent and office is:

DEBRA FLAKOWITZ

4991 No. University Drive

(P. O. BOX NOT ACCEPTABLE)

LAUDERHILL, FLORIDA 33351

(CITY/STATE/ZIP)

SIGNATURE Debra Flakowitz

(Corporate Officer)

TITLE Secretary

DATE 8/19/95

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Debra Flakowitz

(Registered Agent)

DATE 8/19/95