

alan spector

14750 North West 77th Court, Suite 302 • Miami Lakes, Florida 33016-1607

995000068750

August 29, 1995

500001574875
-08/31/95--01065--005
****122.50 ****122.50

Florida Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

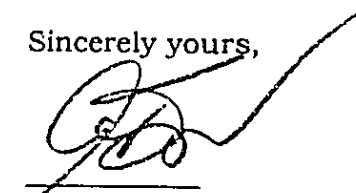
RE: Hot Bagels, Inc.

Gentlemen:

We wish to incorporate as Hot Bagels, Inc. Enclosed, please find our Articles of Incorporation.


For any further information, please contact me directly at the address and telephone number listed on this letterhead. Send any written communication to this address.

Sincerely yours,


Alan Spector

AS/bjl

Enclosures

8/31/95


ARTICLES OF INCORPORATION
OF
HOT BAGELS, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: HOT BAGELS, INC.. The mailing address of this Corporation is: 14750 North West 77th Court, Suite #302
Miami Lakes, Florida 33016-1507
The street address of this Corporation is: As above

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Powers

This Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and

secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its

stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 100,000 shares of \$ 1.00 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 14750 North West 77th Court, #302
Miami Lakes, Florida 33016-1507, and the name of its initial registered agent at such address is Alan Spector.

ARTICLE VII

Initial Board of Directors

This Corporation shall have 5 director^s initially. The number of directors may be either increased or diminished from time

to time by the Bylaws, but shall never be less than one (1). The name^s and address^s of the initial director^s of this Corporation are:

<u>Name</u>	<u>Address</u>
Alan Spector	14750 NW 77 Court, #302, Miami Lakes, FL 33016
Arnold Friedman	14611 Sabal Drive, Miami Lakes, FL 33014
Howard Levine	212 South West 12th Avenue, Miami, Florida 33130
James Nordlund	7141 South West 139th Street, Miami, FL 33158
Gordon Poulsen	414 Forsyth, Raleigh, North Carolina 27609

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
ALAN SPECTOR	14750 North West 77th Court, Suite #302 Miami Lakes, Florida 33016-1507

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

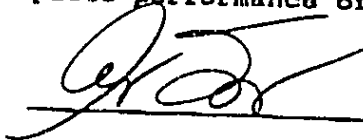
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation, this 29th day of
August, 1998.



ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I heraby 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.



Dated: August 29, 1995