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May 12, 1997

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

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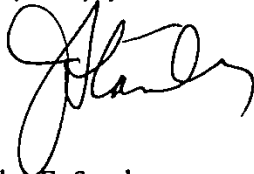
Dear Sir or Madam:

RE: The Bagel Place of Lee County, Inc.

Enclosed please find Articles of Dissolution with regard to the above corporation together with filing fee of \$35.00. Please proceed to file the same.

Thank you.

Very truly yours,



John F. Stanley

JFS:rjm
Enclosures

Vol. Diss.

FILED
97 MAY 15 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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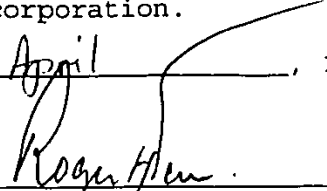
ARTICLES OF DISSOLUTION
OF
THE BAGEL PLACE OF LEE COUNTY, INC.

1. The name of the corporation is THE BAGEL PLACE OF LEE COUNTY, INC.

2. The dissolution of the corporation was authorized by the shareholders of the corporation on April 28, 1997.

3. The vote of the shareholders was sufficient for the authorization for dissolution of the corporation.

Dated this 28 day of April, 1997.


Roger Finé, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA