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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

(((H96000000110))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LEV'S NEW YORK BAGELS, INC.

FAX AUDIT NUMBER: H96000000110 CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/03/1996 TIME REQUESTED: 11:23:02

CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 072450003255

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ANTHONY G. COLEMAN, JR., P.A.
Park Center at Cypress Creek
6363 NW 6TH WAY, SUITE 210
FT. LAUDERDALE, FL 33309
(305) 776-1001 (305) 776-1984
FL. BAR NO. 3108563

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ARTICLES OF INCORPORATION
OF
LEV'S NEW YORK BAGELS, INC.

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

LEV'S NEW YORK BAGELS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
2155 SOUTH OCEAN BOULEVARD SUITE C
DELRAY BEACH, FLORIDA 33433

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:

SAMANTHA MALK
CANDICE MALK

2155 SOUTH OCEAN BOULEVARD SUITE C
DELRAY BEACH, FLORIDA 33433

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

ANTHONY G. COLEMAN, JR.
2155 SOUTH OCEAN BOULEVARD SUITE C
DELRAY BEACH, FLORIDA 33433

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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ANTHONY G. COLEMAN, JR.
2155 SOUTH OCEAN BOULEVARD SUITE C
DELRAY BEACH, FLORIDA 33433

The undersigned has(have) executed these Articles of Incorporation this date:
JANUARY 3, 1996


ANTHONY G. COLEMAN, JR., Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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: **LEV'S NEW YORK BAGELS, INC.**

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

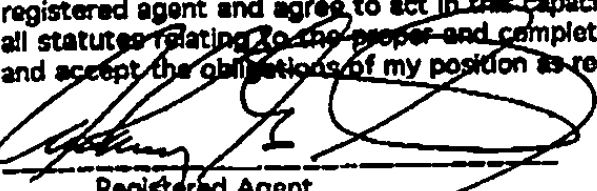
ANTHONY G. COLEMAN, JR.
2155 SOUTH OCEAN BOULEVARD SUITE C
DELRAY BEACH, FLORIDA 33433

SIGNATURE 

TITLE: INCORPORATOR

DATE: JANUARY 3, 1996

Having been named Registered Agent 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.


Registered Agent
ANTHONY G. COLEMAN, JR.
2155 SOUTH OCEAN BOULEVARD SUITE C
DELRAY BEACH, FLORIDA 33433

JANUARY 3, 1996
DATE

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