

JOHN P. CULLEM

Attorney at Law

(813) 894-1200
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855 SECOND AVENUE, NORTH
ST. PETERSBURG, FLORIDA 33701

January 2, 1996

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

ATTN: New Filings

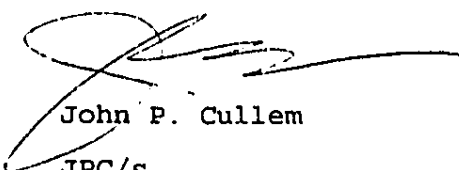
Re: Articles of Incorporation;
New York Bagel Shops, Inc.

Dear Sir:

Enclosed please find for filing the original Articles of Incorporation and Certificate of Registered Agent for New York Bagel Shops, Inc., together with a copy. Also, enclosed is a check for \$122.50 for the filing fee and certified copy charge. Please return the certified copy of the Articles to my attention.

Thank you for your assistance in this matter.

Very truly yours,


John P. Cullem

JPC/s
Enclosures
cc: Mr. Len Cucinotta

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN - 9 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NEW YORK BAGEL SHOPS, INC.

I, the undersigned Incorporator and Subscriber, hereby make, subscribe, acknowledge, adopt, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I -- NAME

The name of the corporation is: **New York Bagel Shops, Inc.**

ARTICLE II -- EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III -- PURPOSES

The general nature of the business to be transacted by this corporation and the general purposes for which the corporation is organized shall be to sell and market to retail and wholesale customers various food products and to transact any and all lawful business and matters incidental to or connected with the foregoing in any manner or in any way whatsoever. Furthermore, in addition to the above stated purpose or in lieu thereof, the corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated pursuant to the provisions of Chapter 607, Florida Statutes, as amended from time to time (The Florida Business Corporation Act).

ARTICLE IV -- GENERAL POWERS

The corporation shall have all of the general powers authorized by Section 607.0302, Florida Statutes, as amended from time to time, including, without limitation, the power:

A. To purchase, sell, transfer, convert, take, receive, lease, sublease, assign or otherwise acquire, own, hold, improve, use and in any manner deal in and with real property, personal

property, tangible property and intangible property or any interest therein, wherever situated.

B. 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.

C. To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.0853, Florida Statutes.

D. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or in any manner 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 of America or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof.

E. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine and from whomever it may determine, issue its notes, bonds, and any other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

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

G. To conduct its business, carry on its operations and have offices and exercise the powers granted it by Chapter 607, Florida Statutes, as amended from time to time, whether within or without the state of Florida.

H. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

I. To make, alter and amend bylaws, not inconsistent with its

Articles of Incorporation or with the laws of the State of Florida, for the regulation of the affairs of the corporation.

J. To make donations for the public welfare or for charitable, scientific, or educational purposes.

K. To transact any lawful business that the Board of Directors shall find will be in aid of governmental policy or any of its own policies and business needs.

L. 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 those of its subsidiaries.

M. To be a promoter, incorporator, general partner, limited partner, member, associate, trustee or manager of any corporation, limited liability company, partnership, limited partnership, joint venture, trust, or other enterprise.

N. 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 or her death shares of its stock owned by such shareholder, or the spouse or children of such shareholder and to provide monies for continuation of the corporate business.

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

P. To operate its business under any fictitious name(s) properly recorded in the public records of the State of Florida or pursuant to the laws of any other state, territory or country in which such fictitious name(s) is used.

Q. To have and exercise all powers necessary or convenient to effect its purposes and all powers now or hereafter permitted by Florida law.

ARTICLE V -- CAPITAL STOCK

A. The total number of shares of capital stock authorized to be issued by the corporation shall be 7,500 shares, all of one class, common shares, having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose, or at the organizational meeting or by written consent. All stock when issued shall be paid for and shall be non-assessable.

B. In any election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI -- REGISTERED OFFICE/AGENT

The street address of the corporation's initial registered office is **856 2nd Avenue North, St. Petersburg, FL 33701**, and the name of the corporation's initial registered agent at such address is **John P. Cullem, Esquire**. The corporation may change its registered office or its registered agent, or both, by filing with the Department of State of the State of Florida a statement complying with Chapter 607, Florida Statutes, as amended from time to time, or the then applicable law pertaining thereto.

ARTICLE VII -- BOARD OF DIRECTORS

A. The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of such person who is to serve as a member thereof is as follows:

Len Cucinotta

**P.O. Box 580
New York, NY 10014**

B. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation, by written consent, at the organizational meeting, or as otherwise prescribed or permitted by law, but in no event shall

there be less than one (1) director.

ARTICLE VIII -- INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Len Cucinotta

**P.O. Box 580
New York, NY 10014**

ARTICLE IX -- BYLAWS

A. The Board of Directors of this corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

B. Upon proper notice, the bylaws may be amended, altered or rescinded by majority vote of those members of the Board of Directors present at any regular meeting or special meeting called for that purpose, or as otherwise permitted by Chapter 607, Florida Statutes, as amended from time to time, including, without limitation, a proper written consent.

ARTICLE X -- SHAREHOLDER ACTIONS

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided in the bylaws, or as otherwise permitted by Chapter 607, Florida Statutes, including, without limitation, a proper written consent.

ARTICLE XI -- MERGERS

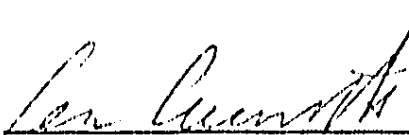
The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law. Such approval shall be by the affirmative vote of the shareholders of a majority of the shares of each class of shares entitled to vote thereon as a class and a majority of the total shares entitled to vote thereon.

ARTICLE XII -- AMENDMENTS

The corporation reserves the right, to amend, alter, change, modify, or repeal any provisions contained in these Articles of

Incorporation, or any amendment hereto, in the manner now or hereafter prescribed or permitted by statute, and all rights conferred upon the shareholders are subject to this reservation.

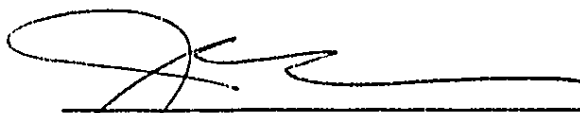
IN WITNESS WHEREOF, I, the undersigned Incorporator, have executed these Articles of Incorporation for the uses and purposes therein stated this 2nd day of January, 1996.


LEN CUCINOTTA, Incorporator
and Subscriber

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing was acknowledged before me this 2nd day of January, 1996, by LEN CUCINOTTA, Incorporator and Subscriber who is personally known to me or who produced a New Jersey Drivers License for identification and who did take an oath.


Name: John P. Cullem
Notary Public, State of Florida

My Commission Expires:



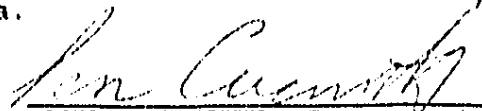
JOHN P CULLEM
My Commission CC378113
Expires May, 23, 1998
Bonded by HAI
800-422-1555

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

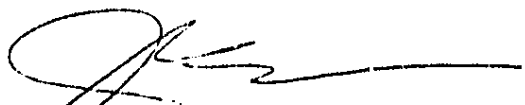
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, as amended from time to time, the following is submitted: **New York Bagel Shops, Inc.** with its intended principal place of business at 4801 34th Street South, St. Petersburg, Pinellas County FL 33711, has named **John P. Cullem, Esquire**, at 856 2nd Avenue North, St. Petersburg, FL 33701, County of Pinellas, as its agent to accept service of process within Florida.


LEN CUCINOTTA, Incorporator
and Subscriber

Dated: January 2, 1996

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 relating to the proper and complete performance of my duties. I further acknowledge that I am familiar with the duties and responsibilities of a registered agent pursuant to Florida law.


John P. Cullem, Esquire
Registered Agent

Dated: January 2, 1996