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M.J. GALLUP

Bookkeeping and Accounting Service
235 N.E. Sixth Avenue, Suite 10
Delray Beach, Florida 33483

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. M. & B. Bagels, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 JAN 12 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 17 1996

BSH

**ARTICLES OF INCORPORATION
OF
M. & R. BAGELS, INC.**

FILED
96 JAN 12 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be as follows:

M. & R. BAGELS, Inc.

Mailing address and principal office of Corporation ::

946 S.W. 37th Ct.

Boynton Beach, Florida, 33435

ARTICLE II

The duration of this corporation shall be perpetual effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE III

The purpose of this corporation is the transaction of lawful activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of 1.00 per share.

All issued stock shall be held of record by not more than twenty five (25) persons. Stock shall be issued and transferable only to natural persons, estates or trusts as described in 26 U.S.C.

1371. No stock shall be issued or transferred to a non-resident alien.

ARTICLE V

The initial registered office of this Corporation shall be 946 S.W. 37th Ct., Boynton Beach, Florida, 33435, and the initial registered agent of this Corporation at such office shall be Raymond Bedat, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time as provided in the By-laws, but in no case shall the number of directors be less than two. The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Raymond Bedat	946 S.W. 37th Ct. Boynton Beach, Florida 33435
Margaret Bedat	946 S.W. 37th Ct. Boynton Beach, Florida, 33435

ARTICLE VII

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

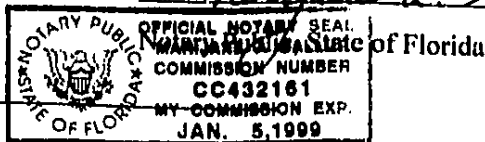
<u>Name</u>	<u>Address</u>
Raymond Bedat	946 S.W. 37th ct. Boynton Beach, Florida, 33435

✓ Raymond Bedat

STATE OF FLORIDA }
 } SS:
COUNTY OF PALM BEACH }

The foregoing Articles of Incorporation of M. & R. Bagel, Inc., were acknowledged before me this 9 day of JANUARY, 1996, by Raymond Bedat as Incorporator.

Marjorie A. Halliford



My Commission expires: _____

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.037, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of M. & R. Bagels, Inc., and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.325, Florida Statutes.

Date: 1-9-96

✓ Raymond Bedat 1/9
Raymond Bedat, Registered Agent