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1301 N. ST
MIAMI, FL 331
323-1111
304-222-0393 FAX



ACCOUNT NO. : 0721000000032

REFERENCE : 019100 99310

AUTHORIZATION :

COST LIMIT : \$ FPD

ORDER DATE : January 25, 1996

ORDER TIME : 9:30 AM

ORDER NO. : 019100

CUSTOMER NO: 99310

CUSTOMER: Lawrence H. Rogovin, Esq
LAWRENCE H. ROGOVIN, ESQ

Suite 125
1031 Ives Dairy Road
Miami, FL 33179

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FILED
96 JAN 25 AM 8:53
RECEIVED
96 JAN 25 AM 11:23
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: MOE'S BAGEL PRODUCTION CORP.

XX _____ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ~~Unassigned~~

EXAMINER'S INITIALS: *Jennifer Moore*
1/26/96

ARTICLES OF INCORPORATION
OF
MOE'S BAGEL PRODUCTION CORP.

FILED
96 JAN 25 AM 8:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be ***MOE'S BAGEL PRODUCTION CORP.***

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1031 Ives Dairy Road, Suite 125
Miami, FL 33179-2538

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of One (\$1.00) Dollar par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Lawrence H. Rogovin, Esquire, 1031 Ives Dairy Road, Suite 125, Miami, FL 33179-2538.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by amendment of the By-Laws but shall never

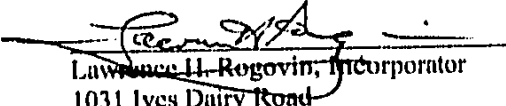
be less than one (1). The name and address of the initial director of this corporation is:

Lawrence H. Rogovin
1031 Ives Dairy Road
Suite 125
Miami, FL 33179-2538

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is
Lawrence H. Rogovin, Esquire, 1031 Ives Dairy Road, Suite 125, Miami, FL 33179-2538.

The undersigned has executed these Articles of Incorporation this 24th day of
January, 1996.


Lawrence H. Rogovin, Incorporator
1031 Ives Dairy Road
Suite 125
Miami, FL 33179-2538

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, 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
OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Lawrence H. Rogovin, Esquire
Dated: January 24, 1996

FILED
96 JAN 25 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA