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LAW OFFICE
Raymond B. Thompson
320 NORTHWEST THIRD AVENUE
OCALA, FLORIDA 34475-0017

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January 19, 1996

Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32304

100001696911
-01/24/96--01069--005
****122.50 ****122.50

RE: MAIN STREET BAGELS, INC.

Gentlemen:

With reference to the above captioned, I enclose herewith, Articles of Incorporation of the above named corporation, along with this firm's trust account check in the amount of \$122.50, representing the following fees:


1.	Filing fee	\$ 35.00
2.	Certified Copy	52.50
3.	Registered Agent Designation	<u>35.00</u>
		\$122.50

If you find the enclosed Articles of Incorporation in order, please issue same and forward certified copy to the undersigned.

Also enclosed is a pre-paid UPS Next Day Air envelope. Please return documents in same.

As in the past, your cooperation is sincerely appreciated.

Very Truly Yours,



Raymond E. Thompson

RET:kmb
Enclosures

JAN 26 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 24 AM 8:11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 24 AM 8:11

ARTICLES OF INCORPORATION
OF
MAIN STREET BAGELS, INC.

ARTICLE I

NAME: The name of this corporation is:
MAIN STREET BAGELS, INC.

ARTICLE II

DURATION: This corporation shall commence business on the date of acceptance by the Department of State of the State of Florida, and shall have perpetual existence, unless otherwise dissolved in accordance with the law.

ARTICLE III

PURPOSE: The corporation is organized for the purpose of transacting any and all lawful businesses, within and without the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue ten thousand (10,000) shares of Ten Dollar (\$10.00) par value of common stock.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address and mailing address of the initial registered office, the principal office and the mailing address of the corporation is:

907 N.E. 46th Court
Ocala, Florida 34470

The name of the initial registered agent of this corporation at that address is:

MICHAEL YATES INGALLS

ARTICLE VII

INITIAL BOARD DIRECTORS:

This corporation shall have one (1) director initially. The number may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

MICHAEL YATES INGALLS
907 N.E. 46th Court
Ocala, Florida 34470

ARTICLE VIII

SUBSCRIBERS:

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

MICHAEL YATES INGALLS
907 N.E. 46th Court
Ocala, Florida 34470

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of January, 1996.

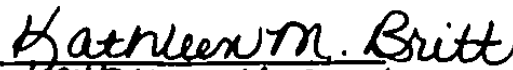

MICHAEL YATES INGALLS

STATE OF FLORIDA
COUNTY OF MARION

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MICHAEL YATES INGALLS, personally known to me to be the person who executed the foregoing Articles of Incorporation or who did produce a driver's license as identification and he acknowledged before me that he executed these Articles of Incorporation, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22 day of January, 1996.

NOTARY PUBLIC

(sign) 
(print) Kathleen M. Britt

STATE OF FLORIDA
COMMISSION NO: CC470524
COMMISSION EXPIRES: 6-11-99



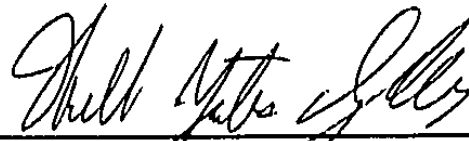
KATHLEEN M. BRITT
COMMISSION # CC470524
EXPIRES JUNE 11, 1999

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, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT MAIN STREET BAGELS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
PLACE OF BUSINESS AT OCALA, STATE OF FLORIDA, HAS NAMED MICHAEL
YATES INGALLS, LOCATED AT 907 N.E. 46th Court, Ocala, Florida 34470, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE



TITLE:

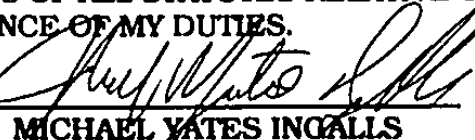
MICHAEL YATES INGALLS
PRESIDENT

DATE:

JANUARY 22 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 RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



MICHAEL YATES INGALLS
(REGISTERED AGENT)

DATE:

JANUARY 22 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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