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Law Office
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January 28, 1996

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State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: New Incorporations
Brookside Bagel, Inc.
Hometown Bagel, Inc.

Gentlemen:

Please find enclosed two original executed copies of the Articles of Incorporations for the two above captioned new Florida corporations. I have also enclosed my trust account check in the amount of \$245, representing all filing fees associated with this matter (two corporations).

Please file these Articles, and return to my office one certified copy of each of these Articles with the original certificate of incorporation for each new corporation.

Thank you for your cooperation in this matter.

Sincerely,



Ian S. Friedlander
enc.

FILED
96 JAN 30 AM 11:43
TALLAHASSEE, FLORIDA

SN FEB - 2 1996

EFFECTIVE DATE
1-26-1998

ARTICLES OF INCORPORATION

OF

BROOKSIDE BAGEL, INC.

FILED
26 JAN 30 AM 11:43
TALLAHASSEE, FLORIDA

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties, and obligations of the undersigned, as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

THE NAME of the corporation shall be Brookside Bagel, Inc.

ARTICLE II

THIS CORPORATION shall commence existence immediately upon the execution of these Articles of Incorporation by the Incorporator and shall have perpetual existence thereafter.

ARTICLE III

THE GENERAL NATURE of the business, and the objects and purposes proposed to be transacted and carried on by this corporation are to transact any and all lawful business as fully and to the same extent as may be done by natural persons.

ARTICLE IV

THE CORPORATION shall have the following powers:

1. to have perpetual succession by its corporate name;
2. to sue and be sued, complain and defend in its corporate name in all actions or proceedings at law or in equity;
3. to have a corporate seal, which may be altered at the pleasure of the corporation, and to use such seal by causing it, or a facsimile thereof, to be impressed upon, affixed to, or in any other manner reproduced on corporate documents and other agreements;
4. to purchase, take, receive, lease, or otherwise

acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever such may be situated;

5. to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets;

6. to lend money to, and use its credit to assist, its officers and employees in accordance with Florida statutes.

7. to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, district, or municipality, or any instrumentality thereof;

8. to make contracts and guarantees, to incur liabilities, to borrow money, to issue its bonds or notes or other obligations, and to secure any of its obligations by mortgage or pledge all or any part of its property, assets, franchises, or income;

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

10. to conduct its business, carry on its operations, and have offices, and exercise the powers granted by this act, both within and without this state;

11. to elect or appoint officers and agents of the corporation, and to define their duties and fix their compensation;

12. to make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida;

13. to make donations for the public welfare, or for charitable, scientific, or educational purposes;

14. to transact any lawful business which the board of directors shall find will be advantageous to the corporation;

15. to pay pensions and establish plans, profit sharing

plans, stock bonus plans, stock option plans, and any other incentive plans for any or all of its officers, directors, or employees of the corporation or of its subsidiaries;

16. to be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other business entity or enterprise;

17. to have and exercise all powers necessary or convenient to effect its purposes;

18. to indemnify any person who, by reason of the fact that he is or was an officer, director, or employee of the corporation, to the full extent as permitted by Florida statute.

ARTICLE V

THE AGGREGATE number of shares which this corporation shall have the authority to issue is the total sum of one thousand (1,000) shares, each having an individual par value of One Dollar (\$1.00).

Unless stated otherwise herein, or changed by amendment hereto, there shall be only one class of stock issued by the corporation.

ARTICLE VI

THE NAME and street address of the initial registered agent of the corporation shall be:

Ian S. Friedlander, P.A.
1999 University Drive
Suite 212
Coral Springs, FL 33071

ARTICLE VII

THE INITIAL OFFICERS and Board of Directors shall consist of:

Gary Schwartzberg, P/S/T/D
1999 University Drive
Suite 212
Coral Springs, FL 33071

ARTICLE VIII

THE ADDRESS of the principal place of business of the corporation shall be:

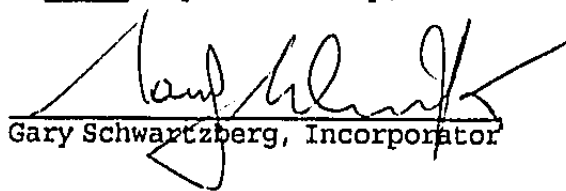
1999 University Drive
Suite 212
Coral Springs, FL 33071

ARTICLE IX

THE NAME AND ADDRESS of the incorporator executing these Articles of Incorporation is:

Gary Schwartzberg
1999 University Drive
Suite 212
Coral Springs, FL 33071

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 26 day of January, 1996.




Gary Schwartzberg, Incorporator

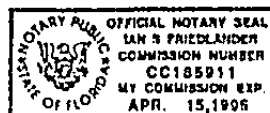
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, appeared Gary Schwartzberg, personally known to me, and he acknowledged before me he executed the aforementioned Articles of Incorporation, and he did not take an oath.

IN WITNESS WHEREOF I have hereunto set my hand and impressed my official seal in the State and County aforesaid this 26 day of January, 1996.



Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:

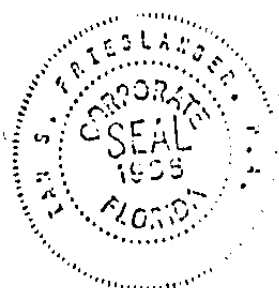
In pursuance of Section 48.091 and Section 607.034(3) Florida
Statutes, the following is submitted in compliance with said
sections:

BROOKSIDE BAGEL, INC.

desiring to organize under the laws of the State of Florida, with
its principal office as indicated in the Certificate of
Incorporation, at the City of Coral Springs, County of Broward,
and State of Florida, has named Ian S. Friedlander, P.A., located
at 1999 University Drive, Suite 212, Coral Springs, FL 33071, as
its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Sections relative to keeping open said office.



Ian S. Friedlander, Pres.
Ian S. Friedlander, P.A.,
Registered Agent
By Ian S. Friedlander, Esq.,
President