

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0311 FAX

800-342-8086



RECEIVED
96 FEB 9 11 17
DIVISION OF CORPORATE REGISTRATION

ORDER NO. : 07210000000332

REFERENCE : 041054 4377643

AUTHORIZATION : *Patricia Page*

COST LIMIT : 470.75

ORDER DATE : February 8, 1996

ORDER TIME : 3:19 PM

100001718441

ORDER NO. : 041054

CUSTOMER NO: 4377643

CUSTOMER: Peter Klenk, Esq
COHEN & HUNTINGTON

1515 Market Street, Suite 810

Philadelphia, PA 19102

DOMESTIC FILING

NAME: F & J BAGELS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN FEB 22 1996

FILED
96 FEB 22 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

75 sub. 2/22

February 20, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: F & J BAGELS, INC.
Ref. Number: W96000003832

We have received your document for F & J BAGELS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

A corporation may not serve as its own registered agent. Please designate an individual, another active domestic corporation, or a foreign corporation authorized to transact business within this state, having a Florida street address identical with that of the registered office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 496A00007340

RECEIVED
96 FEB 22 PM 2:15
DIVISION OF CORPORATIONS

ARTICLE OF INCORPORATION
OF
F & J BAGELS, INC.

FILED
96 FEB 22 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is F & J Bagels, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 2526 Orchid Bay Drive, Naples, Florida 33942.

The mailing address, wherever located, of the corporation is 2526 Orchid Bay Drive, Naples, Florida 33942.

PAR SHARES

THIRD: The number of shares that the corporation is authorized to issue is 100, all of which are of a par value of \$1.00 each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida, 32301, and the name of the initial registered agent at that address shall be Corporation Service Company.

FIFTH: The name and address of the incorporator is:

Name

Address

Fred Shimalla

2526 Orchid Bay Drive
Naples, Florida 33942

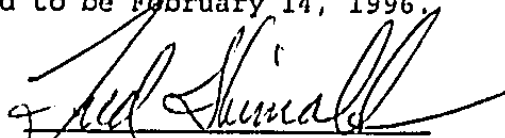
SIXTH: The corporation is organized to engage in all lawful activity for which a corporation may be organized under the Florida Business Corporation Act, after first obtaining necessary state agency approval.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplements, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in its official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

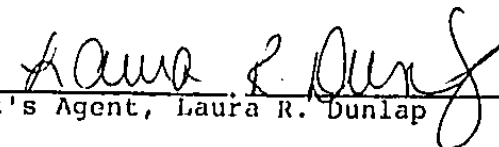
NINTH: The corporate existence of the corporation shall begin on the date of filing of this document, expected to be February 14, 1996.

Signed on 2/14, 1996


FRED SHIMALLA
Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept that 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 obligations of my position as registered agent.

CORPORATION SERVICE CORPORATION

BY: 
It's Agent, Laura R. Dunlap

Date: February 14, 1996

CORPORATE

Warren Whittaker
Gontnot

P9600001

6609

CORPORATION SERVICE COMPANY

(Requestor's Name)

1201 Hays Street

(Address)

(904)

Tallahassee, FL 32301 222-9171

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CIS Acct. # _____

CIS Order # 35837-005

\$35.00 Patricia Pyjot

AUTHORIZATION #072100000032

Name
Change
Amend

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

8000002174398--6

1. F&J Bagels, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in☐ Pick up time _____☐ Certified Copy☐ Mail out☐ Will wait _____☒ Photocopy

Certificate of Status

FILED
97 MAY 12 PM 3:18
TALLAHASSEE, FL 32301
SECRETARY OF STATE

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment - 0004
☐	Resignation of R.A. Officer/Director - 0004
☐	Change of Registered Agent - 0004
☐	Dissolution/Withdrawal - 0004
☐	Merger - 0004

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

X00789, 00502,
02290, 00672

Estimate's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1997

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: F & J BAGELS, INC.
Ref. Number: P96000016609

RESUBMIT

Please give original
submission date as file date.

We have received your document for F & J BAGELS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If shareholder approval was not required, a statement to that effect must be contained in the document.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 097A00025267

RECEIVED
97 JUN -6 PM 12:11
DIVISION OF CORPORATION

**ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

97 MAY 12 PM 18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of Incorporation.

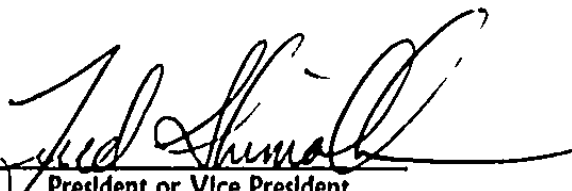
FIRST: The name of the corporation is: **F & J BAGELS, INC.**

SECOND: The following amendment(s) to the articles of Incorporation was (were) adopted by the corporation:

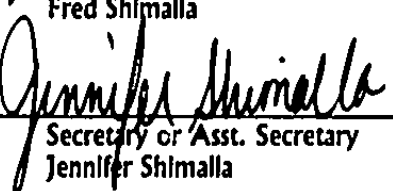
RESOLVED: that Article **FIRST** of the Articles of Incorporation of this Corporation filed with the Florida Secretary of State February 22, 1996 shall be amended to state that the corporate name for the corporation (hereinafter called the "Corporation") is **SHJM CORP, INC.**

THIRD: The amendment(s) was (were) adopted by the Board of Directors on the 26th day of March, 1997.

Dated: March 26, 1997

By: 

President or Vice President
Fred Shmalla

By: 

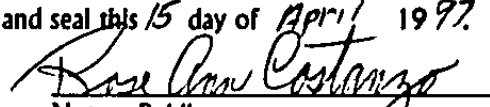
Secretary or Asst. Secretary
Jennifer Shmalla

STATE OF New York

COUNTY OF Brooklyn

Before me, the undersigned authority, personally appeared Fred Shmalla, to me well known to be the person(s) who executed the foregoing articles of amendment to the articles of Incorporation and acknowledged before me, according to law, that he/she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15 day of April, 1997.


Notary Public