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NAME: BAGELS & MORE DELICATESSEN, INC.
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DEPARTMENT

ARTICLES OF INCORPORATION
OF

BAGELS & MORE DELICATESSEN, INC.

RICHARD J. MONESCALCHI, the undersigned to these Articles of Incorporation, who is a natural person, competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be

BAGELS & MORE DELICATESSEN, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes: Restaurant business and for any other purpose or purposes allowed under the laws of the State of Florida, and the laws of the United States.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial street address and the principal office of this corporation is 1109-11 Royal Palm Beach Blvd., Space No. 3, Royal Palm Beach, Florida 33411. The Board of Directors may from time to

Richard I. Monescalchi, Esq.
FBN. 386812 (407) 968-7877
7556 Lake Worth Rd. #102
Lake Worth, FL 33467

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time move the principal office to any other address.

ARTICLE V

DIRECTORS

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time in accordance with the procedure specified in the corporation's By-Laws. The number of directors shall never be fewer than one. The name and address of the initial director of this corporation are:

Name

Address

Alvin Schiff

13376 Northumberland Circle
Wellington, FL 33414

ARTICLE VI

INCORPORATORS

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

Name

Address

Richard J. Monescalchi

7556 Lake Worth Rd., Suite 102
Lake Worth, FL 33467

ARTICLE VII

REGISTERED AGENT

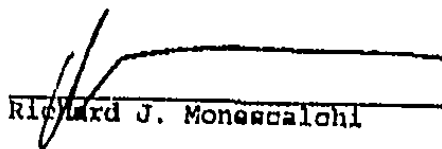
The initial designation of the registered office of this corporation shall be at 7556 Lake Worth Rd., Suite 102, Lake Worth, FL 33467, and the Registered Agent shall be Richard J. Monescalchi.

Pursuant to Florida Statutes, having been named to accept process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept and agree to act

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in this capacity and agree to comply with all the provisions of said Statutes relative to the proper and complete performance of my duties.


Richard J. Monescalchi

ARTICLE VIII

CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of stock at \$1.00 par value, which stock shall be designated in "common shares".

ARTICLE IX

CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes, by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X


MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate at the meetings of the Board of Directors as provided by law, by means of conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended in the manner as provided by law. The corporation reserves the right to amend or repeal any provisions contained herein or any amendment hereto.

I, the incorporator of the above named corporation, have set my hand and seal this 6 day of March, 1996.

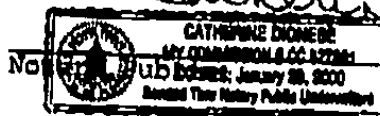

Richard J. Monescalchi

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County last aforesaid to take acknowledgements, personally appeared RICHARD J. MONESCALCHI, known to me to be the person described as an incorporator in, and who executed the foregoing Articles of Incorporation and that he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and County last aforesaid this 6th day of March, 1996.

My Commission Expires:



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ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended in the manner as provided by law. The corporation reserves the right to amend or repeal any provisions contained herein or any amendment hereto.

I, the incorporator of the above named corporation, have set my hand and seal this 6 day of March, 1996.


Richard J. Monescalchi

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County last aforesaid to take acknowledgements, personally appeared RICHARD J. MONESCALCHI, known to me to be the person described as an incorporator in, and who executed the foregoing Articles of Incorporation and that he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and County last aforesaid this _____ day of March, 1996.

My Commission Expires:

Notary Public

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: BAGELS & MORE DELICATESSEN, INC.

2. The name and address of the registered agent and office is:

RICHARD J. MONESCALCHI, ESQUIRE

7556 Lake Worth Road, Suite 102

Lake Worth, FL 33467

SIGNATURE: [Signature] (Corporate officer)

TITLE: Incorporator

DATE: March 6, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: [Signature]

DATE: March 6, 1996

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MAR 7 1996
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TALLAHASSEE, FLORIDA

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