

P96000021375

CORPORATION OUTFITS

STOCK AND BOND CERTIFICATES
MINUTE BOOKS, SCALB

M. BURR KEIM COMPANY

105 NORTH WATTS STREET
PHILADELPHIA, PA 19107-1903
(215) 503-0113
(FAX) (215) 977-9300
1-800-833-0113

March 1, 1996

EXPEDITED SERVICES
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32301

000001784570
03/06/96--01091--013
*****78.75 *****78.75

RE: SUNCOAST BAGELS, INC.

Ladies/Gentlemen:

Enclosed are Articles of Incorporation, Certificate of Designation Registered Agent/Office and our check in the amount of \$78.75 to cover the filing fee for the above proposed corporation.

Please expedite the filing and return the Certificate of Status to us as soon as possible in the enclosed Federal Express envelope.

Very truly yours,

M. BURR KEIM COMPANY



Robert Worthington

RW:s1
Enclosure

MAR 8 1996

BSB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR -6 AM 11:47

FILED

ARTICLES OF INCORPORATION
OF
SUNCOAST BAGELS, INC.

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 the corporation shall be:

SUNCOAST BAGELS, INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

1270 Spoonbill Landing Circle, Bradenton, FL 34209

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 (1,000) Shares Without Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Gary Tucker 1270 Spoonbill Landing Circle, Bradenton, FL 34209

ARTICLE V INITIAL DIRECTORS

The name and address of the initial directors are:

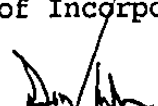
Gary Tucker 1270 Spoonbill Landing Circle, Bradenton, FL 34209

ARTICLE VI INCORPORATOR

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

Gary Tucker 1270 Spoonbill Landing Circle, Bradenton, FL 34209

The undersigned has executed these Articles of Incorporation this 27th day of February, 1996.



Gary Tucker
Incorporator

FILED
96 MAR -6 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 MAR -6 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 office/registered agent, in the State of Florida.

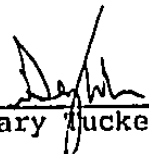
1. The name of the corporation is:

SUNCOAST BAGELS, INC.

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

Gary Tucker 1270 Spoonbill Landing Circle, Bradenton, FL 34209

SIGNATURE




Gary Tucker

TITLE: Incorporator

DATE: February 27, 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



Gary Tucker

DATE: February 27, 1996