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TALLAHASSEE, FLORIDA

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Daytona Beach

May 14, 2003

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: Orlando Bagel Factory-Apopka, Inc.

Dear Correspondent:

Enclosed please find for filing with the Florida Department of State the following original documents:

1. Articles of Dissolution of Orlando Bagel Factory-Apopka, Inc.;
2. Resolution of the Shareholder of Orlando Bagel Factory-Apopka, Inc.; and
3. Resolution of the Board of Directors of Orlando Bagel Factory-Apopka, Inc.

Also enclosed please find our firm check in the amount of \$35.00 in payment of the dissolution of such professional association.

Please forward a copy of the articles of dissolution to our office at your earliest convenience.

Very truly yours,


Scott R. Rost

SRR/jo

Enclosures as Stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
ORLANDO BAGEL FACTORY - APOPKA, INC.

These Articles of Dissolution are made and executed this 2nd day of May, 2003.

1. The name of the corporation is ORLANDO BAGEL FACTORY - APOPKA, INC.
2. The authorization date of the Dissolution is April 30, 2003.
3. All of the shareholders of ORLANDO BAGEL FACTORY - APOPKA, INC., have voted for the dissolution, a sufficient number for approval.

IN WITNESS WHEREOF, the undersigned corporation, by and through its President, have caused these Articles of Dissolution to be executed the day and year so written above.

ORLANDO BAGEL
FACTORY - APOPKA, INC.

BY:


Howard Keay Edwards, President

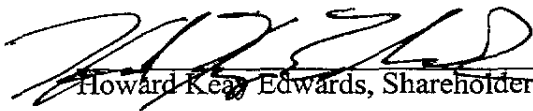
(Corporate Seal)

RESOLUTION
OF THE SHAREHOLDER(S) OF
ORLANDO BAGEL FACTORY - APOPKA, INC.

The undersigned, constituting all of the Shareholders of ORLANDO BAGEL FACTORY - APOPKA, INC., hereby takes the following action without a meeting, pursuant to §607.0704 of the Florida Corporation Code:

RESOLVED, that, consistent with the recommendation of the Board of Directors of the corporation, the dissolution of ORLANDO BAGEL FACTORY - APOPKA, INC., is hereby approved, and the President of the corporation is authorized to execute any and all documents necessary to effectuate such dissolution.

DONE AND EXECUTED this 2nd day of May, 2003.



Howard Keay Edwards, Shareholder

RESOLUTION OF
THE BOARD OF DIRECTORS
OF ORLANDO BAGEL FACTORY - APOPKA, INC.

The undersigned, constituting the sole Director, and thus the entire Board of Directors, of ORLANDO BAGEL FACTORY - APOPKA, INC., does hereby take the following action without a meeting, pursuant to §607.0821 of the Florida Corporation Code:

RESOLVED, that the Board of Directors of the corporation hereby recommends to the Shareholders the dissolution of ORLANDO BAGEL FACTORY - APOPKA, INC.

DONE AND EXECUTED this 2nd day of May, 2003.


Howard Keay Edwards, Director

(Corporate Seal)