

MAR-28-1996 14:50

P.01

(((H96000004502))) PUBLIC ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS FROM: IMPIRE CORPORATION
DEPARTMENT OF STATE 192 W. FLAGLER ST
TALLAHASSEE, FL 32305 MIAMI, FL 33135
FAX (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

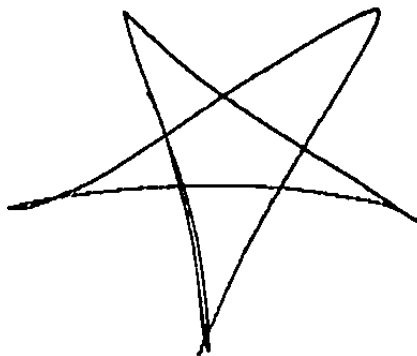
(((H96000004502))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FLORIDA BAGEL FACTORY, INC.
FAX AUDIT NUMBER: H96000004502 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/28/1996 TIME REQUESTED: 14:54:50
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000004502)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:16:15



FILED
96 MAR 28 PM 5:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preference, limitations, and relative rights in respect to the shares of each class.

ARTICLE VI

The street address of the principle office of the corporation shall be: 8243 Sunset Strip, Sunrise, Florida, 33322.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is one but no more than five, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Marc Goldberg
8243 Sunset Strip
Sunrise, Florida 33322

ARTICLE VIII

The names and address of the first officer of this corporation is as follows:

PRESIDENT/ SECRETARY:

Marc Golberg
8243 Sunset Strip
Sunrise, Florida 33322

ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation.

H 960000 04502

H 960000 04502

ARTICLE X

The names and address of the incorporator is as follows:

Marc Golberg
8243 Sunset Strip
Sunrise, Florida 33322

ARTICLE XI

The designated registered agent for this corporation is Barry T. Shevlin, Esq. whose address is as follows:

Law Offices of Barry T. Shevlin
1111 Kane Concourse, Suite # 405
Bay Harbor Islands, Florida 33154.

ARTICLE XII

The corporation may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for
FLORIDA BAGEL FACTORY, INC. this 27th day of March, 1996.


MARC GOLDBERG

H 960000 04502

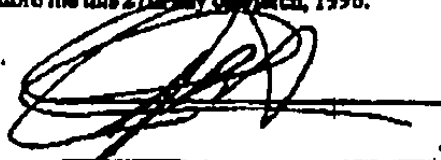
H 960000 04502

H 960000 04502

A.T.
STATE OF FLORIDA)
Baker)ss.
COUNTY OF DADE)

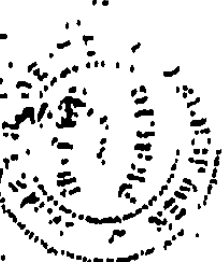
BEFORE ME, the undersigned authority, this 27th day of March, 1996, personally appeared Marc Goldberg, who is personally known to me, and after being duly sworn on oath, deposed and said he has fully read and understood the foregoing Articles of Incorporation for FLORIDA BAGEL FACTORY, INC., and have executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 27th day of March, 1996.



NOTARY PUBLIC, State of Florida

JAMES R. DEITZ
NOTARY PUBLIC OF NEW JERSEY
BY COMMISSION EXPIRES MAY 1, 1997

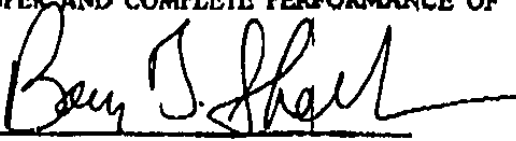


H 960000 04502

CERTIFICATE OF DESIGNATION

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED; FLORIDA BAGEL FACTORY, INC.; DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 8243 SUNSET STRIP, SUNRISE, FLORIDA, 33322, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING BARRY T. SHEVLIN, ESQ. AT THE LAW OFFICES OF BARRY T. SHEVLIN, 1111 KANE CONCOURSE, SUITE 605, BAY HARBOR ISLANDS, FLORIDA 33154 HAVING BEEN MADE TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES.


 REGISTERED AGENT
 BARRY T. SHEVLIN, ESQ.

3-26-96
 DATE

This Document Prepared by:

Barry T. Shevlin, Esq.
 Florida Bar No.: 511587
 1111 Kane Concourse, Suite 605
 Bay Harbor Islands, Florida 33154
 (305) 868-0304

FILED
 96 MAR 28 PM 5:29
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA