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Bagol Babo Baskotoors, Inc. 504 Capo Coral Parkway, W. Capo Coral, Florida 33914

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Dato: March 25, 1996

Florida Department of State Division of Corporations New Filing Section Post Office Box 6327 Tallahassee, Florida 32314

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SUBJECT:

Articles of Incorporation

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$122.50.

FROM:

Bagel Babe Basketeers, Inc. 504 Cape Coral Parkway, W. Cape Coral, Florida 33914

ARTICLES OF INCORPORATION

OF

Bagol Babo Baskotoers, 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:
Bagel Babe Basketeers, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Bagel Babe Basketeers, Inc. 504 Cape Coral Parkway, West Cape Coral, Florida 33914

ARTICLE III. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Non assessable One Thousand (1,000) shares of Class A Common stock at No Par Value.

ARTICLES OF INCORPORATION 1

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent is:

Dobra G. Nickerson 504 Cape Coral Parkway, Wost Capo Coral, Florida 33914

ARTICLE V. INCORPORATORS

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

Debra G. Nickerson 504 Cape Coral Pkwy, West Capo Coral, FL 33914

Barbara Richards 2230 Flora Avenue Fort Myers, FL 33907

The undersigned incorporators has executed these Articles of Incorporation this 25th day of March, 1996.

Signature of Incorporators:

Debra G. Nickerson Incorporator

A. P. Laurel

Barbara Richards Incorporator

CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statues, 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:

Bagol Babe Basketcors, Inc.

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

Debra G. Nickerson Bagel Babe Basketeers, Inc. 504 Cape Coral Parkway, West Cape Coral, Florida 33914

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: July & Mickison

Debra G. Nickerson Registered Agent

Date: March 25, 1996.

REGISTERED AGENT

P96000030526

Bagel Babe Basketeers, Inc. 504 Cape Coral Parkway, West Cape Coral, FL 33914-6520

February 4, 1997

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

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Reference Articles of Dissolution for Bagel Babe Basketeers, Inc.

Please accept the enclosed Articles of Dissolution for Bagel Babe Basketeers, Inc. which was dissolved by corporate resolution on December 31, 1996.

Please find enclosed your filing fee of \$35.00. Your action taken to assist in the dissolution of this corporation is appreciated.

Sincerely yours,

Lelia G. nickerson

Debra G. Nickerson

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FILED 97 FEB 14 PH 2: 51 SEGNETARY OF STATE ALLAHASSEE, FLORID

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: BAGEL BASKETEERS, INC.
SECOND:	The date dissolution was authorized: DECEMBER 3127, 1996
THIRD;	Adoption of Dissolution (CHECK ONE)
Disso was s	lution was approved by the shareholders. The number of votes cast for dissolution ufficient for approval.
Disso.	lution was approved by vote of the shareholders through voting groups.
The	e following statement must be separately provided for each voting group itled to vote separately on the plan to dissolve:
	imber of votes cast for dissolution was sufficient for approval by
	HARE HOLDERS OF BAGEL BASKETEERS INC. (Voting group)
	his 4TH day of FEBRUARY, 1997
ignature	(By the Chairman or Vice Chairman of the Board, President, or other officer)
_	DEBRA Cr. NICKERSON (Typed or printed name)
 -	PRESIDENT (Title)