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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 4, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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***122.50 ***122.50

RE: Dial A Bagel, Plus, Inc.

Dear Sir or Madam:

This firm yesterday submitted two (2) copies of the Articles of Incorporation for Dial A Bagel Plus. However, the check for \$122.50 was not included in the package.

Having spoke with Pam this morning, she informed me that she would make the appropriate notations on the computer such that the papers would not be returned to my office and allow me to send the check in a separate mailing. Accordingly, please find enclosed a check in the amount of \$122.50 for the filing fee for Dial A Bagel Plus.

Upon filing, please return appropriate copy and the charter number in the enclosed return envelope provided in the original package.

Thank you in advance for your prompt attention to this matter.

Sincerely,



I. Marc Fladell

Vizcarrondo, Kosowski & Fladell

Attorneys at Law

Ira Marc Fladell
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April 2, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Dial A Bagel, Plus, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of **Dial A Bagel, Plus, Inc.** together with a check in the amount of \$122.50. Upon filing, please return appropriate copy and the charter number in the enclosed return envelope.

Thank you in advance for your prompt attention to this matter.

Sincerely,



John Zane Kosowski

Articles Of Incorporation
of
Dial A Bagel Plus, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt the following Articles of Incorporation:

FIRST: Name. The name of the Corporation is: Dial A Bagel Plus, Inc., with a principal office and mailing address to be located at 11355 Lakeview Drive, Coral Springs, Florida 33071.

SECOND: Duration. The duration of the Corporation is perpetual and shall commence upon signing.

THIRD: Purpose. The general purpose for which the Corporation is organized are the following:

A. To enter into any business lawful under the laws of the State of Florida, either for its own account, or for the account of others, as agents, and either as agent or principal, to enter upon or engage in any kind of business of any nature whatsoever, in which corporations organized under the Florida General Corporation Act may engage; and to the extent not prohibited thereby to enter upon and engage in any kind of business of any nature whatsoever in any other state of the United States of America, and foreign nation, and any territory of any country to the extent permitted by law or such other state, nation or territory. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

FOURTH: Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1000, all of which shall be common shares at \$1.00 value.

(a) All of the aforementioned capital stock, when issued shall be issued as fully paid for and as exempt from assessment; and

(b) The capital stock may be paid for in property, labor, services or money, and if it be money, it shall be issued for such consideration as the Board of Directors may fix at their first meeting or other competently organized meeting of the Board of Directors when the question of the issuance of the stock and the consideration therefore is completely brought before such meeting, provided, however, that if the consideration for the issuance of the stock is property, labor, services or an exchange of the stock for property other than money, then such stock may not be issued unless the Board of Directors, in authorizing such issuance of stock, has a value or cost of not less than a figure which, when applied to the issuance of the stock, is the equivalent of not less than such consideration the Board of Directors may fix for the issuance when the consideration is money; and

Subject to the provisions of these Articles, property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Board of Directors of the Corporation. Stock or other corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and purchases shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Board of Directors may decide.

FIFTH: Initial Registered Office and Agent. The address of the initial registered office of the Corporation is 11355 Lakeview Drive, Coral Springs, Florida 33071. The registered agent of the corporation is Ralph Blasl.

SIXTH: Initial Board of Directors. The Board of Directors of this Corporation shall consist of not fewer than one (1) Director. In furtherance and not in limitation of the powers conferred by law on the Board, the Board of Directors of this Corporation are expressly authorized:

- (a) To make, alter or repeal the By-Laws and Charter of the Corporation;
- (b) Without the assent or vote of the shareholders, subject to the provisions of these Articles, to guarantee obligations and to authorize and issue capital stock from time to time, without limit as to the amount and obligation of the Corporation, secured or unsecured, to include therein such provisions as to redeemability, convertibility, or otherwise, and/or the mortgaging, assigning or pledging, as security therefor, of any property, real or personal, then owned or thereafter acquired by the Corporation on such conditions as the Board may determine; and
- (c) To establish bonus, profit-sharing retirement or other types of incentive or compensation plans for the officers and employees (including officers and employees that are also directors) of the Corporation and to determine the persons to participate in any such plans and the amounts of their respective participation, and to issue or grant options for the purchase of the shares of common stock to officers and employees (including officers and employees who are also Directors) of the Corporation and its subsidiaries for such consideration and upon such terms as the Board may from time to time determine; and
- (d) Subject to the further provisions of these Articles, to set apart out of any of the funds of the Corporation from time to time available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created; and
- (e) By resolution passed by a majority of the whole Board, designate one or more committees, such committee to consist of two or more of the Directors of the Corporation, which, to the extent provided in the resolution in the By-Laws of the Corporation, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board; and
- (f) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding, having voting power, given at a shareholder's meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as the Board may deem expedient and for the best interest of the Corporation; and
- (g) No contract or other transaction between the Corporation and any other corporation and no other act of the Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any Director of the Corporation individually or any firm or association of which any Director may be a member, may be a party to, or pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that the individual or such firm or association is so interested shall be disclosed or shall have been known to the Board or a majority of such

members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken. Any Director of the Corporation who is also a Director or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any Board meeting which shall authorize any such transaction or contract, and may vote and effect as if he were not such director or officer of such other corporation or not so interested. Any Directors of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliate corporation without regard to the fact that he is also a director of any affiliated or subsidiary corporation. Any contract or transaction or act of the Corporation or of the Directors, which shall be ratified by a majority of a quorum of the shareholders of the Corporation that are entitled to vote at any annual meeting, or at any special meeting called for that purpose shall, insofar as permitted by law or by the Articles of Incorporation of the Corporation, be as valid and as binding as though ratified by every shareholder of the Corporation; provided, however, that any failure of the shareholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the Corporation, its Directors, officers or employees of its or their right to proceed with such contract, transaction or act; and

(h) The Corporation shall, to the fullest extent permitted by THE FLORIDA GENERAL CORPORATION ACT, as the same may be amended and supplemented, indemnify and any all persons whom it shall have power to indemnify under such Act from and against, any and all of the expenses, liabilities or other matters referred to in or covered by said Act and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action, in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person; and

(i) Subject to any limitation in the By-Laws, the members of the Board may be entitled to and may prescribe reasonable fees, salaries or other compensation for their services and to reimbursement for their expenses as such members. Nothing contained herein shall preclude any Director from serving the Corporation, or any subsidiary or affiliated corporation, in any other capacity and receiving proper compensation therefor; and

(j) The vote of the holders of a least a majority of stock entitled to vote shall be necessary to authorize any amendment to these Articles, the merger or consolidation of the Corporation with or into one or more other corporations, or the dissolution of the Corporation. Except in the election of Directors, and, except as may otherwise be provided by law, the vote of at least a majority of the votes cast at a duly constituted meeting shall be the act of the shareholders entitled to vote.

The name and address of the initial members of the Board of Directors are:

Murray Lefkowitz
11355 Lakeview Drive
Coral Springs, Florida 33071

Ralph Blasi
11355 Lakeview Drive
Coral Springs, Florida 33071

SEVENTH: Incorporators. The name and address of the persons subscribing these Articles of Incorporation are as follows:

Murray Lefkowitz
11355 Lakeview Drive
Coral Springs, Florida 33071

Ralph Blasi
11355 Lakeview Drive
Coral Springs, Florida 33071

EIGHTH: Amendment. From time to time, any of the provisions of these Articles may be amended, altered or repealed.

NINTH: Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

TENTH: Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following.

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

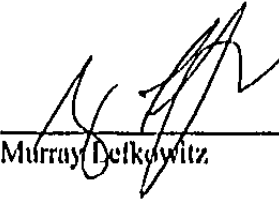
B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

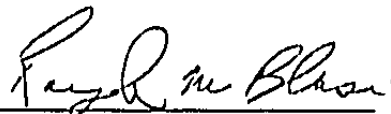
This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ELEVENTH: Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Members.

TWELFTH: Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this
3rd day of April, 1996.


Murray Deikowitz


Ralph Blasi

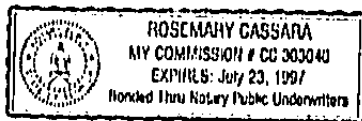
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

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Before me personally appeared Murray Lefkowitz and Raph Blasi to me ~~well known and known~~ ^{SECRETARY OF STATE} me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 3 day of April, 1996.



Rosemary Cassara
Notary Public
Rosemary Cassara
Name, Printed or Typed

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Dial A Bagel Plus, Inc. which is contained in the foregoing Articles of Incorporation.

Dated this 3 day of April, 1996.

Ralph M. Blasi
Ralph Blasi
11355 Lakeview Drive
Coral Springs, Florida 33071