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RICCA & WHITMIRE, P.A.
ATTORNEYS AT LAW

James W. Managan
Mariano Garcia
Timothy L. Newhall
C. Brooks Ricca, Jr.*
Dredden L. Whitmire, Jr.

* Board Certified Civil Trial Lawyer

Clearlake Plaza - Suite 800
500 South Australian Avenue
West Palm Beach, Florida 33401

Telephone (407) 833-4544
Facsimile (407) 833-4524

Please reply to:
P.O. Drawer 4888
West Palm Beach, FL 33402-4888

Olivia M. Kendrick
Certified Legal Assistant

May 8, 1996

MAY 11 1996

VIA FEDERAL EXPRESS

Corporate Information Products
ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch/Attn: Julia
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

Return
for
P.U.

2000001418809.1
-05/13/96- 1059-23
****70.00 ****70.00

FILED
MAY 13 1996
FBI 23

Re: Boca Bagel, Inc. - Articles of Incorporation/Fund No. 15094

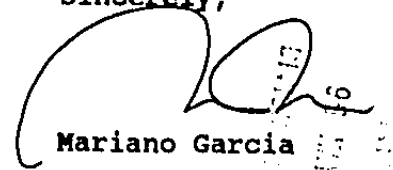
Dear Julia:

Please find enclosed Articles of Incorporation for Boca Bagel, Inc., a Florida corporation. Please file these upon receipt, there is an extra copy of the documents for stamping and return by U.S. Mail. This must be filed upon receipt.

Please find enclosed this firm's check in amount of \$70.00 filing and bill us the \$10 for your fee for processing this incorporation filing.

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of this incorporation upon receipt.

Sincerely,


Mariano Garcia

MG/ri

Enclosures

5/13/96

ARTICLES OF INCORPORATION

OF

BOCA BAGEL, INC.,

a Florida corporation

FILED

96 MAY 13 PM 3:23

CLERK OF THE
COURT, FLORIDA

Article I

Name

The name of the corporation is BOCA BAGEL, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address and the principal place of business of this corporation is 360 East Royal Palm Road, Boca Raton, Florida 33432. The initial registered office of the corporation shall be 500 S. Australian Avenue, Suite 500, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at the address is Mariano Garcia, Esquire.

Article VI

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Susan Kasdas	360 East Royal Palm Road Boca Raton, Florida 33432

Article VII

Officers

The following individuals be and are elected by the director to the offices set forth opposite their names, to serve until their successors are duly elected, qualified and seated:

<u>Name</u>	<u>Office</u>
Susan Kasdas	President/Secretary

Article VIII

Incorporators

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Mariano Garcia, Esquire	500 South Australian Avenue Suite 800 West Palm Beach, FL 33401

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification 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 and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

Bylaws


The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when the corporation shall commence shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of May, 1996.


Mariano Garcia, Esquire
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Mariano Garcia, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of May, 1996.


NOTARY PUBLIC

Printed Name of Notary: _____

Commission No.: _____

Commission Expiration: _____

(NOTARIAL SEAL)



REBECA IGLESIAS
COMMISSION # CC370107
EXPIRES APR 10, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, and 48.091, 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:

BOCA BAGEL, INC.

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

Mariano Garcia, Esquire

(NAME)

500 S. Australian Avenue, Suite 500

(STREET ADDRESS)

West Palm Beach, Florida 33401

(CITY/STATE/ZIP)

By: 

Mariano Garcia

TITLE Incorporator

DATE May 7, 1996

HAVING BEEN NAMED 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 MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


Mariano Garcia

DATE May 7, 1996

FILED

36 MAY 13 PM 3:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA