

P96 0000 42996

DAN BAILEY
ATTORNEY AT LAW
4997 18TH AVENUE SW
NAPLES, FL 33999
(941) 455-3038
Fax (941) 597-8353

FILED

96 MAY 13 AM 8 13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 8, 1996

DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: AUNT VERA'S BAGELS & BITES, INC.

000001820300
-05/14/96--01061--01H
****122.50 ****122.50

Dear Sirs:

In connection with the referenced matter, enclosed please find an original and one copy of the Articles of Incorporation, and the Certificate of Designation of Registered Agent / Registered Office, together with this firm's trust account Check No. 1030 in the amount of \$122.50, representing filing fees and certified copy fees.

Please forward all documents in connection with this incorporation to this office on behalf of my client. Should you have any questions concerning this matter, please contact me at your convenience.

Very Truly Yours,

DAN BAILEY



Dan Bailey
Attorney at Law

DBB

N. HENDRICKS MAY 20 1996

**ARTICLES OF INCORPORATION OF
AUNT VERA'S BAGELS & BITES, INC.**

FILED

96 MAY 13 AM 8 19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation herein called either "the corporation" or "this corporation" is: Aunt Vera's Bagels & Bites, Inc.

ARTICLE II

PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation is: 6024 Radio Road Plaza, Naples, Florida 33942.

ARTICLE III

SHARES: The number of shares of stock that this corporation is authorized to issue is one-thousand (1000) shares of stock. Each share of said stock shall have a par value of one United States Dollar (\$1.00). Said stock is comprised of one class which has unlimited voting rights and is entitled to receive the net assets of the corporation upon dissolution.

ARTICLE IV

CORPORATE DURATION: The duration of the corporation is perpetual.

ARTICLE V

PURPOSE OR PURPOSES: The general purposes for which the corporation is organized are:

1. To engage in the business of bakery, delicatessen, bagel production and other on-premises ancillary goods and services.
2. To transact any other lawful business for any lawful purpose or purposes for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.
4. The corporation is organized and shall exist as a corporation for profit under the laws of the State of Florida.

ARTICLE VI

POWERS: For the accomplishment of its purposes, the corporation shall have all of the common law and statutory powers and duties of a corporation for profit, except as limited or modified by these Articles or the Florida Business Corporation Act, as they may hereafter be amended from time to time.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of the corporation is:

7512 SW 95th Place
Miami, FL 33173

The name of the initial registered agent at said street address is:

Jerry Pangaribuan

ARTICLES OF INCORPORATION

ARTICLE VIII


INITIAL DIRECTORS:

The names and addresses of the initial directors are:

Vera Beaver
1534B Trafalgar Lane
Naples, Florida 33999

WHEREFORE the incorporator has caused these presents to be executed this 6th day of May, 1996.

BY:



Vera Beaver, Incorporator
1534B Trafalgar Lane
Naples, Florida 33999

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

Aunt Vera's Bagels & Bites, Inc.

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

Jerry Pangaribuan, Registered Agent
7512 SW 95th Place
Miami, FL 33173

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.



Jerry Pangaribuan
7512 SW 95th Place
Miami, Florida 33173

May 6, 1996
Date

P960000H2996

to the ... of my ...

... in ... of ... for
the ... of ...

Montgomery Brooks & Sons Inc.

3773 ...

Highway ...

Highway, Fl. 34412

Thank You
Vera Pearce