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LAWRENCE J. NIXON*
BRIAN R. TOUNG**
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*BOARD CERTIFIED CRIMINAL TRIAL LAWYER
1980-1994

**BOARD CERTIFIED CIVIL TRIAL LAWYER
BY THE FLORIDA BAR AND THE
NATIONAL BOARD OF TRIAL ADVOCACY.

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April 9, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

900001819999
-05/14/96--01039--018
***122.50 ***122.50

RE: F & J Manhattan Bagel, Inc.

To whom it may concern:


Enclosed you will find the Articles of Incorporation regarding the above corporation. Please file the same and forward a certified copy of the Articles to this office.

Also enclosed is a check for \$122.50 to cover the following costs and fees:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent	35.00
	<u>\$122.50</u>

Thank you for your assistance in this matter.

Very truly yours,


BRIAN R. TOUNG

BRT/dc
Enclosure

FILED
MAY 13 AM 9:48
TALLAHASSEE, FLORIDA

D. BROWN MAY 21 1996

ARTICLES OF INCORPORATION
OF
F & J MANHATTAN BAGEL, INC.

The undersigned subscribers, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be F & J MANHATTAN BAGEL, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of this corporation in the State of Florida shall be 760 12th Street, Key Colony Beach, Monroe County, Florida 33051. The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the laws of Florida;
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 Shares, having a par value of One Dollar per share.

ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation shall be Lawrence J. Nixon, Esquire. The street address of the initial registered office shall be 619 No. Grandview Avenue, Daytona Beach, Volusia County, Florida 32118.

ARTICLE VI - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is TEN DOLLARS other valuable consideration.

ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - DIRECTORS

This corporation shall initially have Two Directors. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
John Ferber, President	760 12th Street Key Colony Beach, FL 33051
Edward Fitzpatrick, Vice President	760 12th Street Key Colony Beach, FL 33051

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
John Ferber President	760 12th Street Key Colony Beach, FL 33051

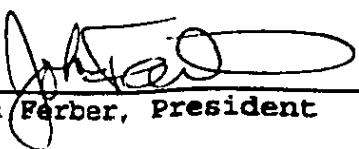
ARTICLE X - AMENDMENT

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 is subject to this reservation.

ARTICLE XI - PRE-EMPTIVE RIGHTS

Every stockholder, upon the sale for cash or any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others; which price, in the case of par value shares, may be in excess of par.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation for F & J MANHATTAN BAGEL, INC. this 9 day of May, 1995.



John Ferber, President

STATE OF FLORIDA

COUNTY OF Volusia

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared John Ferber, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

(Please check below)

1. ☒ Personally known to me
2. ☐ Who has produced _____ as identification.

AND

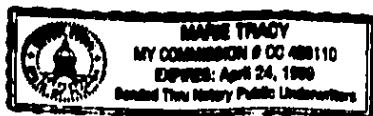
☐ Who did not take an oath
☒ Who did take an oath

SWORN TO AND SUBSCRIBED before me
this 9 day of May, 1996.

[Notary Seal]

Name: Marie Tracy
Printed Name: MARIE TRACY
Notary Public
State and County Aforesaid.

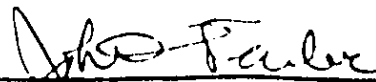
My commission expires:



**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:

That P & J MANHATTAN BAGEL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Key Colony, County of Monroe, State of Florida, has named Lawrence J. Nixon, Esquire 619 No. Grandview Avenue, Daytona Beach, Volusia County Florida 32118, as its Agent to accept service of process within Florida.



John Ferber

Title: President

Date: May 9, 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.



Lawrence J. Nixon, Esquire
Registered Agent

Date: May 7, 1994.

RECEIVED
MAY 13 1994
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