

96000046551

5/31/96

5/31/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

5:57 PM

((H96000007708)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-000010-0000

FAX: (904) 922-4000

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305) 672-0686

FAX: (305) 672-9110

((H96000007708)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ST. URBAIN CO. INC.

FAX AUDIT NUMBER: H96000007708

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/31/1996

TIME REQUESTED: 17:57:41

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 073171003004

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000007708)))

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

FILED
96 JUN -3 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/8/96

RECEIVED

96 JUN -3 AM 8:44

RECEIVED

H96000007708

Articles of Incorporation
of
St. Urbain Co. Inc.

5/31/96

Article I. Name

The name of this Florida corporation is:
St. Urbain Co. Inc.

Article II. Address

The mailing address of the Corporation is:
St. Urbain Co. Inc.
6045 Hollywood Street
Palm Beach Gardens FL 33418

FILED
95 JUN -3 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Randy Grossman
6045 Hollywood Street
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

H96000007708

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

H96000007708

The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Randy Grossman
Cheryl Grossman

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective May 31, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on May 31, 1996

Corporate Creations International Inc.

By: 

Luis A. Uriarte Vice President

H96000007708

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

H98000007708

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
St. Urbain Co. Inc.

REGISTERED AGENT:
Randy Grossman
6045 Hollywood Street
Palm Beach Gardens FL 33418

FILED
95 JUN -3 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Randy Grossman
by Luis A. Uriarte as attorney-in-fact

Date: 5/31/96

H98000007708

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0888

P96000046551

6/19/96

FLORIDA DIVISION OF CORPORATIONS

2:29 PM

PUBLIC ACCESS SYSTEM

((H96000008589))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL INC

DEPARTMENT OF STATE

401 OCEAN DR

STATE OF FLORIDA

SUITE 312

409 EAST GAINES STREET

MIAMI BEACH FL 33139-000000

TALLAHASSEE, FL 32399

CONTACT: JOHNNY C RODRIGUEZ

FAX: (904) 922-4000

PHONE: (305) 672-0686

FAX: (305) 672-9110

((H96000008589))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: ST. URBAIN CO. INC.

FAX AUDIT NUMBER: H96000008589

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/19/1996

TIME REQUESTED: 14:29:14

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 073171003004

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000008589))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

*Name Change
LFS*

FILED
96 JUN 19 PM 4:07
TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

96 JUN 19 PM 3:24

RECEIVED

H96000008589

Articles of Amendment
Changing Corporate Name From
St. Urbain Co. Inc.
to
St. Urbain Bagel Co. Inc.

FILED
96 JUN 19 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is St. Urbain Co. Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from St. Urbain Co. Inc. to St. Urbain Bagel Co. Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on June 19, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned representative of the Corporation executed these Articles of Amendment on June 19, 1996.

St. Urbain Co. Inc.

By: 

Luis A. Uriarte

Its: Assistant Secretary

H96000008589