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EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1402 W. FLAGLER ST.

STATE OF FLORIDA

SUITE 200

401 EAST GAINES STREET

MIAMI FL 33136-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 921-4000

PHONE: (305) 541-3084

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BAGEL TIME RESTAURANT II, INC.

FAX AUDIT NUMBER: H90000008404

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/17/1996

TIME REQUESTED: 15:52:30

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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95 JUN 17 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JUN 17 PM 4:30

RECEIVED

JUN-17-1996 15:50

EMPIRE CORPORATE KIT

P.02/14

(7)

May 20, 1996

Secretary of State
P.O. Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

Re: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Bagel Time Restaurant II, Inc.

Please forward to me a copy of the documents showing the appropriate "filed" and the time, day, month and year.

Very truly yours,

Anthony Di Giorgio Sr.
Anthony DiGiorgio Sr

PREPARED BY
David S Hernandez
210 University Drive #502
Coral Springs, FL 33071
305-346-7288

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EMPIRE CORPORATE KIT

P.03/14

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May 20, 1996

Secretary of State
P.O. Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

RE: Incorporation Documents

BAGEL TIME RESTAURANT II, INC.

Dear Sir:

Please be advised that BAGEL TIME RESTAURANT II, INC.
and BAGEL TIME RESTAURANT, INC. are owned by the same
persons, Anthony Digiorgio Sr/Antony Digiorgio Jr/Frank
Digiorgio.

If you have any questions do not hesitate to call our office
and thank you for your cooperation in this matter.

Very truly yours,


Anthony Digiorgio Sr

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ARTICLES OF INCORPORATION
OF

Bagel Time Restaurant II, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
Bagel Time Restaurant II, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 10036 Pines Blvd., Hollywood, Florida, 33025 and the name of the initial registered agent of this corporation at that address is Anthony Digiorgio Sr.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 3 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Anthony Digiorgio Sr/Anthony Digiorgio Jr/Frank Digiorgio
10036 Pines Blvd.
Hollywood, FL 33025

ARTICLE IX. Officers. The initial officers of the corporation will be: Anthony Digiorgio Sr, President/Secretary, Anthony Digiorgio Jr, Treasurer, Frank Digiorgio, Vice President.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Anthony Digiorgio Sr
10036 Pines Blvd.
Hollywood, FL 33025

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place

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of business is: 10036 Pines Blvd., Hollywood, FL 33028.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 20th day of
May, 1996.

Anthony DiGiorgio Sr. (SEAL)

STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally
appeared, Anthony DiGiorgio Sr, known to be and known by me
to be the person who executed the foregoing Articles of
Incorporation and he/she acknowledged before me that he/she
executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 20th day of
May, 1996.

NOTARY PUBLIC

My Commission Expires: _____

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
State of Florida
Division of Corporations
Department of State
Tallahassee, FL 32304

I, Anthony Digiorgio Sr, do hereby consent to serve
as registered agent for the corporation, Bagel Time
Restaurant II, Inc. this day of 20th day of May, 1996.


Anthony Digiorgio Sr

Address of registered agent:

10036 Pines Blvd.
Hollywood, FL 33025

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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