P96000055212

The Legal Center

June 21, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: GOURMET BAGEL AND COFFEE, INC.

Greetings:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with my check to cover the following expenses:

Filing Fee	$35.00	
Certificate of Status	8.75	000001878430
Registered Agent Fee	35.00	-06/27/96--01088--001
TOTAL	$78.75	*****78.75 *****78.75

Upon filing please call this office with date of filing and corporation number. Also, please return the enclosed copy of the articles with your stamp on it showing the filing date.

Cordially yours,

THE LEGAL CENTER

Christy A. Hilliard/ps

Christy A. Hilliard
Attorney

FILED
96 JUN 27 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KWD/ps

Encl.

6572 Seminole Boulevard, Suite 9
Seminole, Florida 34642
Telephone (813) 393-8822

6-28-96
KF

ARTICLES OF INCORPORATION

OF

GOURMET BAGEL AND COFFEE, INC.

FILED
96 JUN 27 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Corporation for Profit)

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

GOURMET BAGEL AND COFFEE, INC.

ARTICLE II. EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of $1.00 per share.

ARTICLE V. PRINCIPAL OFFICE

The principal office, if known, or the mailing address of the corporation is: 8989 59th St. N.
Pinellas Park, FL 34666

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and office of this corporation is: Bryan Clarke
8989 59th St. N.
Pinellas Park, FL 34666

ARTICLES VII. INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

Bryan Clarke
8989 59th St. N.
Pinellas Park, FL 34666

Michael Fitzpatrick
61 John Ewer Rd.
Sandwich, MA 02644

ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

This corporation shall not have more than 35 shareholders nor shall it have directors. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BY LAWS

The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 19th day of June, 1996.

BRYAN CLARKE Incorporator

MICHAEL FITZPATRICK Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of June, 1996, by Bryan Clarke and Michael Fitzpatrick, who is/are personally known to me or who has/have produced Michael - a MA driver's license Bryan - a FL driver's license, as identification and who did (did not) taken an oath.

PATRICIA SHOEMAKER
COMMISSION # CC 428148
EXPIRES DEC 7,1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Patricia Shoemaker
Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for

at the place designated in the foregoing articles, namely

8989 59th St. N.
Pinellas Park, FL 34666

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY AGREE to act in this capacity, and to comply with all Florida Statutes relative to the performance of my duties.

Dated this 19th day of June, 1996.

REGISTERED AGENT
BRYAN CLARKE