

Law Office of
DAVID H. BOOHER, III

P96000059624

2000 HENDRICKS AVENUE
Jacksonville, Florida 32207

TELEPHONE (904) 388-8000

March 27, 1996

Division of Corporations
Secretary of State's Office
P. O. Box 6327
Tallahassee, Florida 32314

Re: Jacksonville Bagel Enterprises, Inc.
~~Three "D's", Inc.~~

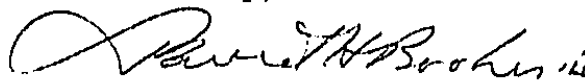
800001762808
-03/29/96--01068---002
***122.50 ***122.50

Dear Sir or Madam:

Enclosed you will find Articles of Incorporation for filing on the above mentioned. Also enclosed is my check for \$122.50 to cover cost of same.

Please forward a certified copy at your earliest convenience.

Sincerely,



David H. Booher, III

DHB:bjb

Enclosures

502

Dmp
7-16-96

~~4496-7273~~
FILED
96 JUL 15 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Law Office of
DAVID H. BOOHER, III

200 HENDRICKS AVENUE
Jacksonville, Florida 32207
TELEPHONE (904) 300 6000

July 2, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

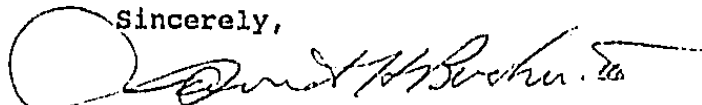
RE: Reference No. W96000007273
Your Letter No. 596A00015412

Dear Sir or Madam:

I am herewith submitting Articles of Incorporation on behalf of Jacksonville Bagel Enterprises, Inc. I have previously submitted my check for \$122.50.

Please forward a certified copy at your earliest convenience.

Sincerely,



David H. Booher, III

DHB:bjb

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1996

DAVID H. BOOHER, III
ATTORNEY AT LAW
2020 HENDRICKS AVENUE
JACKSONVILLE, FL 32207

SUBJECT: THREE "D'S", INC.
Ref. Number: W96000007273

We have received your document for THREE "D'S", INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 596A00015412

FILED
96 JUL 15 PM 2:34
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JACKSONVILLE BAGEL ENTERPRISES, INC.

ARTICLE I - NAME

The name of this corporation is JACKSONVILLE BAGEL ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida and all other states, territories and jurisdictions of the United States, including, but not limited to the production and distribution of bagels and related items.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of par value common stock which shall be designated "Common Shares" with a par value of Five Dollar (\$5.00) per share. This corporation may be designated as a Subchapter "S" corporation upon the timely filing of the appropriate forms.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is:

1832 Brookwood Road

JACKSONVILLE, FLORIDA 32207

and the name of the initial registered agent of this corporation at that address is Dorothy A. Nicholson.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
DOROTHY A. NICHOLSON	1832 BROOKWOOD ROAD JACKSONVILLE, FLORIDA 32207
DONALD R. NICHOLSON	2101 CONNECTICUT AVENUE, N.W. WASHINGTON, D. C. 20008

DORIS L. SIEGEL

1832 BROOKWOOD ROAD

JACKSONVILLE, FLORIDA 32207

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

DOROTHY A. NICHOLSON

1832 BROOKWOOD ROAD

Jacksonville, Florida 32207

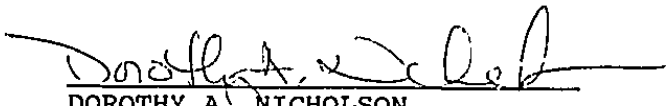
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

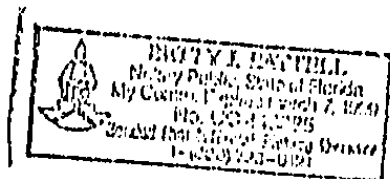
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of JULY 1996.


DOROTHY A. NICHOLSON
Incorporator

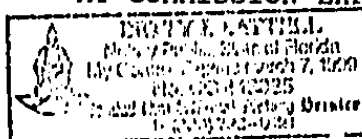
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgements
in the State and County set forth above, personally appeared
DOROTHY A. NICHOLSON who produced as
identification: PERSONALLY KNOWN TO ME and they acknowledged
before me that they executed the Articles of Incorporation and who
did not take an oath.



Betty J. Battell
NOTARY PUBLIC

MY COMMISSION EXPIRES:



FILED
96 JUL 15 PM 2:34
DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

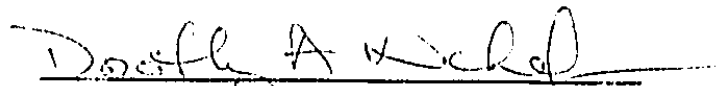
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, and all other pertinent laws of Florida, the following is submitted:

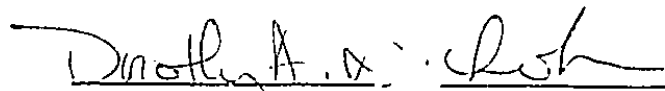
JACKSONVILLE BAGEL ENTERPRISES, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville Florida has named DOROTHY A. NICHOLSON, 1832 BROOKWOOD ROAD JACKSONVILLE, FLORIDA, 32207 as its agent to accept service of process within the State of Florida.

DATED JULY 11 , 1996


DOROTHY A. NICHOLSON
Incorporator

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. I, as Registered Agent, am familiar with and I accept the obligations of that position.


DOROTHY A. NICHOLSON
Registered Agent