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PUBLIC ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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FROM: EMPIRE COMPLETE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-80-
CONTACT: RAY STORMONT
PHONE: (305) 541-3004
FAX: (305) 541-3770

(((H96000010102)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BROWNS BAGELS, INC.
FAX AUDIT NUMBER: H96000010102
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96 JUL 22 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 JUL 22 AM 11: 46
DIVISION OF CORPORATIONS

Handwritten signature/initials

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July 15, 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 Browns Bagels, Inc.

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

Very truly yours,


Aaron Brown

PREPARED BY:
David S Hernandez
210 University Drive #502
Coral Springs, FL 33071

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ARTICLES OF INCORPORATION
OF

Browns Bagels, Inc.

FILED
96 JUL 22 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 acceptance 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 Browns Bagels, 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: 2693 W 73rd Street, Hialeah, FL, 33016 and the name of the initial registered agent of this corporation at that address is Aaron Brown.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 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:

Aaron Brown
2693 W 73rd Street
Hialeah, FL 33016

ARTICLE IX. Officers. The initial officers of the corporation will be: Aaron Brown, President, Treasurer and Secretary.

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

Aaron Brown
2693 W 73rd Street
Hialeah, FL 33016

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 of business is: 2693 W 73rd Street, Hialeah, FL, 33016.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of July, 1996.

Aaron Brown (SEAL)

STATE OF FLORIDA

COUNTY OF BROWARD

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

WITNESS my hand and official seal this 15th day of July, 1996.

NOTARY PUBLIC

My Commission Expires: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO APPOINTMENT AS REGISTERED AGENT

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

I, Aaron Brown, do hereby consent to serve as
registered agent for the Corporation, Aaron Brown, Inc.
this day of 15th day of July, 1996.



AARON BROWN

Address of registered agent:

2693 W 73rd Street
Hialeah, FL 33016

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