

P96000062223  
IAN S. FRIEDLANDER, P.A.

1999 University Drive ☉ Suite 202 ☉ Coral Springs, FL 33071  
Tel (305) 755-8145 ☉ Fax (305) 755-7097

July 19, 1996

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

400001906034  
-07/26/96--01087-001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: New Incorporation  
Ft. Lauderdale Bagel Corp.

EFFECTIVE DATE  
July 19, 1996

Gentlemen:

Please find enclosed two original executed copies of the Articles of Incorporation for the above captioned new Florida corporation. I have also enclosed my trust account check in the amount of \$122.50, representing all filing fees associated with this matter.

Please file these Articles, and return to my office one certified copy of these Articles with the original certificate of incorporation.

Thank you for your cooperation in this matter.

Sincerely,



Ian S. Friedlander  
enc.

FILED  
96 JUL 23 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GB 7/25/96

**ARTICLES OF INCORPORATION**

**OF**

**FT. LAUDERDALE BAGEL CORP.**

**FILED**

96 JUL 23 AM 11:37

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties, and obligations of the undersigned, as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**EFFECTIVE DATE**

July 19, 1996

**ARTICLE I**

THE NAME of the corporation shall be Ft. Lauderdale Bagel Corp.

**ARTICLE II**

THIS CORPORATION shall commence existence upon the execution of these Articles of Incorporation by the Incorporator shown herein and shall have perpetual existence.

**ARTICLE III**

THE GENERAL NATURE of the business, and the objects and purposes proposed to be transacted and carried on by this corporation are to transact any and all lawful business as fully and to the same extent as may be done by natural persons.

**ARTICLE IV**

THE CORPORATION shall have the following powers:

1. to have perpetual succession by its corporate name;
2. to sue and be sued, complain and defend in its corporate name in all actions or proceedings at law or in equity;
3. to have a corporate seal, which may be altered at the pleasure of the corporation, and to use such seal by causing it, or a facsimile thereof, to be impressed upon, affixed to, or in any other manner reproduced on corporate documents and other agreements;

4. to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever such may be situated;
5. to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets;
6. to lend money to, and use its credit to assist, its officers and employees in accordance with Florida statutes.
7. to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, district, or municipality, or any instrumentality thereof;
8. to make contracts and guarantees, to incur liabilities, to borrow money, to issue its bonds or notes or other obligations, and to secure any of its obligations by mortgage or pledge all or any part of its property, assets, franchises, or income;
9. to lend money for corporate purposes, invest and reinvest its funds, and to take and hold real or personal property as security for the payment of funds so loaned or invested;
10. to conduct its business, carry on its operations, and have offices, and exercise the powers granted by this act, both within and without this state;
11. to elect or appoint officers and agents of the corporation, and to define their duties and fix their compensation;
12. to make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida;
13. to make donations for the public welfare, or for charitable, scientific, or educational purposes;
14. to transact any lawful business which the board of directors shall find will be advantageous to the corporation;

15. to pay pensions and establish plans, profit sharing plans, stock bonus plans, stock option plans, and any other incentive plans for any or all of its officers, directors, or employees of the corporation or of its subsidiaries;

16. to be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other business entity or enterprise;

17. to have and exercise all powers necessary or convenient to effect its purposes;

18. to indemnify any person who, by reason of the fact that he is or was an officer, director, or employee of the corporation, to the full extent as permitted by Florida statute.

#### ARTICLE V

**THE AGGREGATE** number of shares which this corporation shall have the authority to issue is the total sum of one thousand (1,000) shares, each having an individual par value of One Dollar (\$1.00).

Unless stated otherwise herein, or changed by amendment hereto, there shall be only one class of stock issued by the corporation.

#### ARTICLE VI

**THE NAME** and street address of the initial registered agent of the corporation shall be:

Ian S. Friedlander, P.A.  
1999 University Drive  
Suite 202  
Coral Springs, FL 33071

#### ARTICLE VII

**THE INITIAL OFFICERS** and Board of Directors shall consist of:

P/D- Gary Schwartzberg  
7562 West Commercial Blvd.  
Lauderhill, FL 33319

**ARTICLE VIII**

THE ADDRESS of the principal place of business of the corporation shall be:

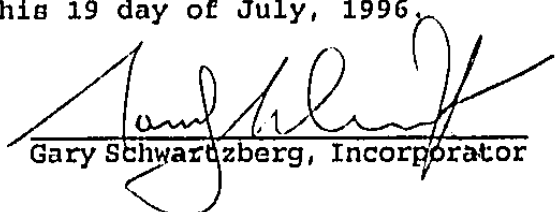
7562 West Commercial Blvd.  
Lauderhill, FL 33319

**ARTICLE IX**

THE NAME AND ADDRESS of the Incorporator executing these Articles of Incorporation is:

Gary Schwartzberg  
7562 West Commercial Blvd.  
Lauderhill, FL 33319

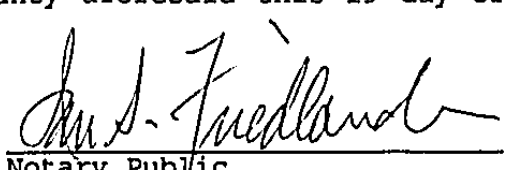
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 19 day of July, 1996.

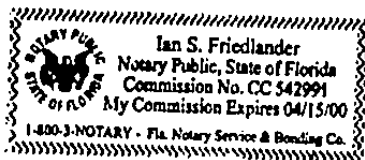
  
\_\_\_\_\_  
Gary Schwartzberg, Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, appeared Gary Schwartzberg, personally known to me, and he acknowledged before me that he executed the aforementioned Articles of Incorporation, and he did not take an oath.

IN WITNESS WHEREOF I have hereunto set my hand and impressed my official seal in the State and County aforesaid this 19 day of July, 1996.

  
\_\_\_\_\_  
Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED:

In pursuance of Section 48.091 and Section 607.034(3) Florida  
Statutes, the following is submitted in compliance with said  
sections:

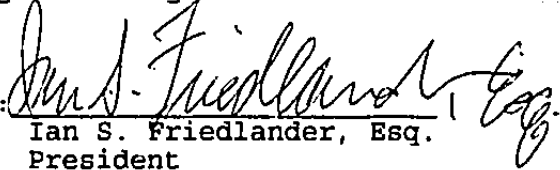
**FT. LAUDERDALE BAGEL CORP.**

desiring to organize under the laws of the State of Florida, with  
its principal office as indicated in the Certificate of  
Incorporation, at the City of Lauderhill, County of Broward, and  
State of Florida, has named Ian S. Friedlander, P.A., located at  
1999 University Drive, Suite 202, Coral Springs, FL 33071 as its  
agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-  
named corporation, at the place designated in this Certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provisions of said Sections relative to keeping open said office.

Ian S. Friedlander, P.A.,  
Registered Agent

By:   
Ian S. Friedlander, Esq.  
President

FILED  
96 JUL 23 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA