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PREMIER FILING  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 034601 10258A

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : July 29, 1996

ORDER TIME : 9:02 AM

ORDER NO. : 034601

CUSTOMER NO: 10258A

CUSTOMER: Dennis S. Silver, Esq  
DENNIS S. SILVER, ESQ

Suite B  
2250 Gulf Gate Drive  
Sarasota, FL 34231

500001906625  
-07/29/96--01012--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: BAGEL-ICIOUS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 29 PM 2:10

RECEIVED  
96 JUL 29 AM 10:27  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF

BAGEL-ICIOUS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 29 PM 2:10

ARTICLE I: NAME

The name of this corporation is Bagel-icious, Inc..

ARTICLE II: TERM

This corporation shall commence to exist on the date of filing of these Articles with the Florida Department of State and shall exist perpetually or until legally dissolved.

ARTICLE III: PURPOSE

This corporation is organized for the following purposes:

To engage in conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing purposes or necessary or convenient to carry on the business of the corporation or to effect or promote the purposes for which the corporation is formed.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V: INITIAL BUSINESS OFFICE

The street address of the initial business office of this corporation is 4123 South Tamiami Trail, Venice, Florida, 34293,

and the mailing address is the same.

ARTICLE VI: INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 4123 South Tamiami Trail, Venice, Florida, 34293.

ARTICLE VII: INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is Charles Brochner, whose address is 4123 South Tamiami Trail, Venice, Florida, 34293.

ARTICLE VIII: DIRECTORS

This corporation shall have no directors initially.

ARTICLE IX: MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the officers of this corporation.

ARTICLE X: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Charles Brochner, whose address is 1943 Baywood Terrace, Sarasota, Florida, 34231, shall serve as President.

Gloria Goodman-Brochner, whose address is 1943 Baywood Terrace,

Sarasota, Florida, 34231, shall serve as Secretary and Treasurer.

ARTICLE XI: INCORPORATORS

The names and address of the persons signing these Articles are Charles Brochner, 1943 Baywood Terrace, Sarasota, Florida, 34231, and Gloria Goodman-Brochner, 1943 Baywood Terrace, Sarasota, Florida, 34231.

ARTICLE XII: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26 day of July, 1996.

Charles Brochner

Charles Brochner  
Incorporator

Gloria Goodman-Brochner

Gloria Goodman-Brochner  
Incorporator


STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26 day of July, 1996, by Charles Brochner, who is

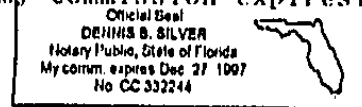
personally known to me.

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DIVISION OF CORPORATIONS  
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NOTARY PUBLIC

  
Dennis S. Silver

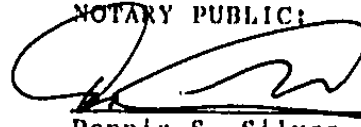
My commission expires:



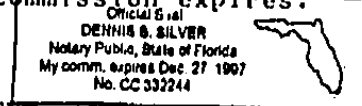
STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this  
26 day of July, 1996, by Gloria Goodman-Brotchner, who  
is personally known to me.

NOTARY PUBLIC

  
Dennis S. Silver

My commission expires:



CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation  
at the registered office designated in the foregoing Articles of  
Incorporation, the undersigned accepts the designation.

  
Charles Brotchner

bagel.inc