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GERALD DAMSKY, P.A.
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August 1, 1996

VIA UPS OVERNIGHT DELIVERY

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

800001910898
-08/01/96--01072--004
****122.50 ****122.50

Re: Articles of Incorporation for Al's Famous Filled Bagels, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check for the filing fee in the amount of \$122.50. Please return to us a certified copy in the self-addressed envelope also enclosed.

Thank you for your assistance with this matter. If you have any questions, or should you require anything further, please contact our office.

Very truly yours,


Gerald Damsky, P.A.

GDD/ame

Enclosures

FILED
96 AUG -1 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FL 32399

9-2-96
KR

95 AUG -1
FILED
STATE OF FLORIDA
TALLAHASSEE

**ARTICLES OF INCORPORATION
FOR
AL'S FAMOUS FILLED BAGELS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE ONE
NAME AND ADDRESS**

The name of the corporation shall be:

AL'S FAMOUS FILLED BAGELS, INC.

The mailing address of this corporation shall be 9990 S.W. 77th Avenue, Suite 402, Miami, FL 33156.

**ARTICLE TWO
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE THREE
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.01 per share.

ARTICLE FOUR
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be c/o Gerald Damsky, P.A., 5355 Town Center Road, Suite 301, Boca Raton, FL 33486, and the name of the initial registered agent of the corporation at that address is Atlantis Registered Agents, Inc.

ARTICLE FIVE
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE SIX
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Gerald Damsky

5355 Town Center Road, Suite 301
Boca Raton, FL 33486

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



GERALD DAMSKY
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida and County set forth above, GERALD DAMSKY, personally appeared personally known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of **AL'S FAMOUS FILLED BAGELS, INC.**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 1st day of August, 1996.

Allison M. Elya

Notary Public/State of Florida

My Commission Expires:



ALLISON M ELYA
My Commission CC510661
Expires Dec. 18, 1999

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Atlantis Registered Agents, Inc.

By: *Gerald Damsky*
Gerald Damsky, President

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared GERALD DAMSKY, AS PRESIDENT OF ATLANTIS REGISTERED AGENTS, INC., personally known to me and known by me to be the person who executed the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 1st day of August, 1996.

Allison M. Elya
Notary Public/State of Florida

My Commission Expires:



ALLISON M ELYA
My Commission CC610069
Expires Dec. 18, 1999

96 AUG - 1 AM 9:29
FILED
SECRETARY OF STATE
ALLISON M. ELYA