

P96000065589

TRANSMITTAL LETTER

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

900001919769  
-08/06/96--01101--014  
\*\*\*\*140.00 \*\*\*\*\*70.00

SUBJECT: The Bagel Machine International Restaurant & Deli, Inc.

Enclosed is an original and one (1) copy of the Articles of  
Incorporation and a check for:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
<input checked="" type="checkbox"/> Filing Fee	<input type="checkbox"/> Filing Fee & Certificate	<input type="checkbox"/> Filing Fee & Certified Copy	<input type="checkbox"/> Filing Fee & Certified Copy & Certificate
<b>Additional Copy Required</b>			

FROM: Gregory A. Baum  
ADDRESS: 101 Briny Ave.  
Suite 2701  
Pompano Beach, FL 33062

DAYTIME PHONE #: (954) 783-9577

FILED  
26 AUG -5 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

8-6-96  
KR

ARTICLES OF INCORPORATION  
OF

**THE BAGEL MACHINE INTERNATIONAL RESTAURANT & DELI, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is The Bagel Machine International Restaurant & Deli, Inc.

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this corporation is:

3916 N. Ocean Blvd.  
Ft. Lauderdale, FL 33308

**ARTICLE 4 - INCORPORATOR(S)**

The names(s) and street addresse(s) of the incorporator(s) to these Articles of Incorporation is(are):

Gregory A. Baum  
101 Briny Ave.  
Suite 2701  
Pompano Beach, FL 33062

**ARTICLE 5 - PRESIDENT**

The initial President of the corporation shall be Gregory A. Baum whose address shall be the same as the principal office of the corporation.

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TALLAHASSEE, FLORIDA

## **ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or exchanging the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 8 - TERM OF EXISTENCE**

The corporation shall have perpetual existence.

## **ARTICLE 9 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereof, for all purposes, and shall not be bound to recognize any

the part of any other person whether or not the Corporation shall have notice thereof.

**ARTICLE 10 - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Gregory A. Baum  
101 Briny Ave. Suite 2701  
Pompano Beach, FL 33062

**ARTICLE 11 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

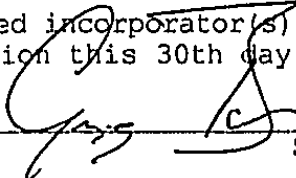
**ARTICLE 12 - EFFECTIVE DATE**

These Article of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 13 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or amendment hereto are granted subject to this reservation.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 30th day of July, 1996.

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

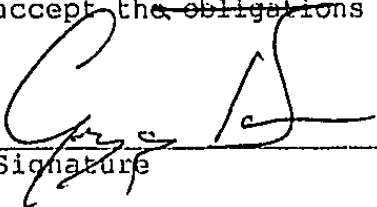
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Bagel Machine International Restaurant & Deli, Inc.
2. The name and address of the registered agent and office is:

Gregory A. Baum  
101 Briny Ave. Suite 2701  
Pompano Beach, FL 33062

(P.O. Box not acceptable)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Signature

07-31-96  
\_\_\_\_\_  
Date

FILED  
96 AUG -5 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# P96000065589

G. Baum

Requestor's Name 2701  
101 Briny Ave., Suite 311  
Address  
Pompano Beach, FL 33062  
City/State/Zip Phone #

Office Use Only

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #) **500001966675**  
..10/07/96--01050--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
4. \_\_\_\_\_ (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W96000021778

FILED  
96 OCT 21 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

10/21  
*John*  
*Name Change*



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 14, 1998

**GREGORY A. BAUM**  
101 BRINY AVE., SUITE 311  
POMPANO BEACH, FL 33062

**SUBJECT: THE BAGEL MACHINE INTERNATIONAL RESTAURANT & DELI, INC.**  
Ref. Number: P96000065589

We have received your document for **THE BAGEL MACHINE INTERNATIONAL RESTAURANT & DELI, INC.** and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The current (old) corporation name is incorrect in the first sentence of the document, please correct accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 496A00046696

**ARTICLES OF AMENDMENT OF  
THE BAGEL MACHINE INTERNATIONAL  
RESTAURANT & DELI, INC.**

**FILED**

**96 OCT 21 PM 12:59**

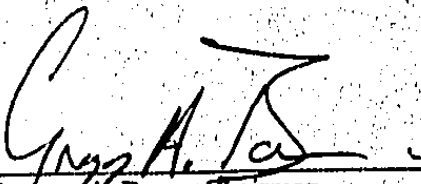
**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

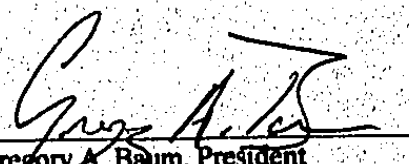
WHEREAS, the undersigned, being all of the board of directors and shareholders of THE BAGEL MACHINE INTERNATIONAL RESTAURANT & DELI, INC., after having convened and adopted a change in the name of the above corporation on October 2, 1996, hereby file these Articles of Amendment adopting said change:

**AMENDMENT**

I (we), effective upon the filing of these Articles of Amendment with the Office of the Secretary of State, hereby amend the Articles of Incorporation changing the name of the above corporation to: PLANET BAGEL, INC.

DATED: the 18th day of October, 1996.

  
\_\_\_\_\_  
Gregory A. Baum, Chairman

  
\_\_\_\_\_  
Gregory A. Baum, President