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POSTAL MAIL SERVICE ACCOUNT NO. : 0773109065032
REFERENCE : 055326 9575A
AUTHORIZATION : Patricia Pyzdek
COST LIMIT : \$ 70.00

ORDER DATE : August 15, 1996
ORDER TIME : 3:41 PM
ORDER NO. : 055326
CUSTOMER NO: 9575A

100001528781

CUSTOMER: C. Ted French, Esq.
DICKINSON & GIBBONS, P A
1750 Ringling Boulevard
Sarasota, FL 34236

DOMESTIC FILING

NAME: MORTY'S BAGEL CAFE, 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: Debbie Skipper

EXAMINER'S INITIALS:

JP
8/16/96

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ARTICLES OF INCORPORATION
OF
Morty's Bagel Cafe, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: Morty's Bagel Cafe, Inc., 24 S. Boulevard of the Presidents, Sarasota, Florida 34236.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 24 S. Boulevard of the Presidents, Sarasota, Florida 34236 and the name of its initial Registered Agent at that address is Larry Burke.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be fewer than two. The name and address of each initial Director of the Corporation is as follows:

Larry Burke, 24 S. Boulevard of the Presidents, Sarasota, Florida 34236.

Cheryl Burke, 24 S. Boulevard of the Presidents, Sarasota, Florida 34236.

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Larry Burke, 24 S. Boulevard of the Presidents, Sarasota, Florida.

Cheryl Burke, 24 S. Boulevard of the Presidents, Sarasota, Florida 34236.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 9th day of August, 1996.

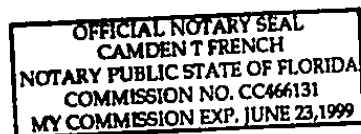

LARRY BURKE

STATE OF FLORIDA)
 : SS.
COUNTY OF SARASOTA)

Before me personally appeared LARRY BURKE, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and he did not take an oath.

WITNESS my hand and official seal this 9th day of August, 1996.


Notary Public



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ACCEPTANCE BY REGISTERED AGENT

96 AUG 15 AM 11:37

The undersigned hereby accepts the appointment as Registered Agent of Morty's Bagel Cafe, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 9 th day of August, 1996.



Larry Burke
Registered Agent