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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BAGEL NOOK, INC.

FAX AUDIT NUMBER: H90000011459

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ARTICLES OF INCORPORATION
OF
BAGEL NOOK, INC.

(3)

ARTICLE I
NAME

The name of this Corporation is BAGEL NOOK, INC.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312; and the name of the initial registered agent at that address is Richard H. Breit.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is Randy Zeldman, 11256 Jasmine Hill Circle, Boca Raton, FL 33498.

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 283436
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954-935-4111

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**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Randy Salzman, 11886 Jasmine Hill Circle, Boca Raton, FL 33498.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 11886 Jasmine Hill Circle, Boca Raton, FL 33498.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of August, 1996.


RANDY SALZMAN, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


RICHARD H. MEIX

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