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TIMOTHY M. GOAN, P.A.

ATTORNEY AT LAW

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RECEIVED  
-08/15/96-01054--003  
\$70.00 \$70.00

August , 1996

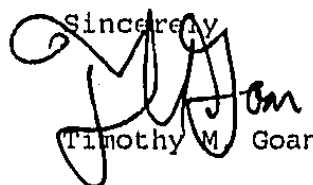
Florida Department of State  
Division of Corporation Names  
Post Office Box 6327  
Tallahassee, Florida 32314

To Whom it May Concern:

Enclosed please find one original Articles of Incorporation of Gone Bagels, Inc., and two copies for filing. Also enclosed, please find our firm's check in the amount of \$70.00 for the filing fee and Registered Agent fee.

Thank you for your attention to this matter.

Sincerely,

  
Timothy M Goan

Enclosures

819.96  
TD

FILED  
AUG 15 AM 8:53  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GONE BAGELS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is GONE BAGELS, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is 100.00 Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this

corporation is to be at 1075 Al. Beach Blvd., St. Augustine, Florida 32084. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### ARTICLE VII - DIRECTORS

This corporation shall have four (4) director(s) initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders.

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street addresses of the members of the Board of Directors who shall hold office until a successor or successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Nicholas Romanello	4250 A1A South C12 St. Augustine, Florida 32084
Jane Albano	91 Beechwood Lane Palm Coast, Florida 32137
Gretchen Reid	4250 A1A South C12 St. Augustine, Florida 32084
Maureen Salemi	84 Burbank Drive Palm Coast, Florida 32137
James Albano	91 Beechwood Lane Palm Coast, Florida 32137

#### ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
TIMOTHY M. GOAN	1 Florida Park Dr., South Suite 317 Palm Coast, Florida 32137

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1 Florida Park Drive South, Ste. 317, Palm Coast, Florida 32137 and the name of the initial registered agent of this corporation at that address is Timothy M. Goan.

ARTICLE XI - EFFECTIVE DATE

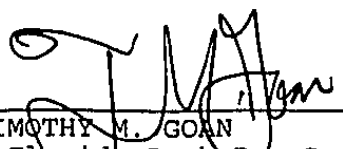
These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12th day of \_\_\_\_\_

August, 1996.

  
TIMOTHY M. GOAN  
1 Florida Park Dr. S., Ste 317  
Palm Coast, Florida 32137  
Telephone: (904) 445-9003  
Fax: (904) 445-0540  
Florida Bar No.: 775657

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that before me this day, personally appeared Timothy M. Goan to me known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 12th day of August, 1996.

S. L. Mahon Teresa L. Mahon  
Notary Public, State of Florida at Large.  
My commission expires:



TERESA LEE MAHON  
My Commission C0826074  
Expires Jan. 21, 2000

The undersigned, having been named Registered Agent to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office, and is familiar with and accepts the obligations provided in Section 607.325, Florida Statutes.

Timothy M. Goan