

996000072957

GARY MANDEL P.A.

ACCOUNTING • INCOME TAXES

(954) 431-0001

2001 E. Barnoga Drive
Cooper City, FL 33020-8000

Secretary of State
Corporations Record Bureau
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

RECEIVED
CORPORATIONS RECORD BUREAU
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Please see enclosed original and a copy of Articles of Corporation for: BAGEL PLUS INC

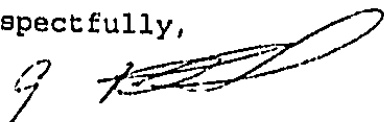
Also, please see enclosed a check for \$70.00 to cover the costs of incorporation fees of said corporation.

\$35.00 Filing Fee

\$35.00 Registered Agent Fee

If there are any questions regarding this corporation, please call the number listed above. Thank you.

Respectfully,


Gary Mandel

8/21/96



502

696-17544

RECEIVED
CORPORATIONS RECORD BUREAU
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

August 21, 1998

GARY MANDEL
2581 E. SARATOGA DRIVE
COOPER CITY, FL 33026

SUBJECT: BAGEL PLUS, INC.
Ref. Number: W96000017544

We have received your document for BAGEL PLUS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 696A00039759

ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this corporation shall be as follows:

HALLANDALE BAGEL PLUS INC

ARTICLE II, NATURE OF BUSINESS

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

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V, TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the state of Florida of the principal office shall be as follows:

1749 E HALLANDALE BEACH BLVD
HALLANDALE, FLORIDA 33009

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director of this Corporation is:

JACOB ELKAYAM
1749 E HALLANDALE BEACH BLVD
HALLANDALE, FLORIDA 33009

ARTICLE VIII, INCORPORATOR

The name and address of the incorporator:

JACOB ELKAYAM
1749 E HALLANDALE BEACH BLVD
HALLANDALE, FLORIDA 33009

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

This 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 shareholder is subject to this reservation.

ARTICLE XI, SUB CHAPTER S CORPORATION

This Corporation may be a Sub Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, listed below, with address, accepts this position as signed below:

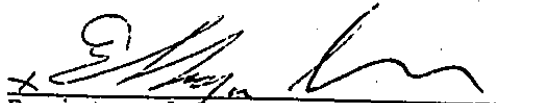
JACOB ELKAYAM

The Registered Office will be located at the address below:

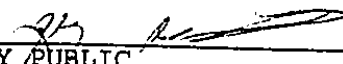
1749 E HALLANDALE BEACH BLVD
HALLANDALE, FLORIDA 33009

REGISTERED AGENT ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for Hallandale Bagel Plus Inc.


Registered Agent

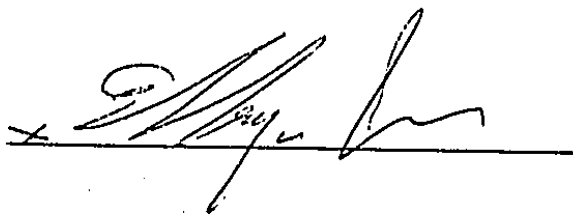
SWORN TO AND SUBSCRIBED BEFORE ME THIS 26 DAY OF
AUGUST 1996.


NOTARY PUBLIC


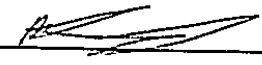


FILED
SEP 4 11 50 AM '96
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have herinto sert our hands and seals on August 26, 1996 for the purpose of forming this Hallandale Bagel Plus Corporation under the laws of the State of Florida, and hereby make and file, in the Office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



SWORN TO AND SUBSCRIBED BEFORE ME THIS 26 DAY OF AUGUST 1996.

 
NOTARY PUBLIC

