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O: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: BAGEL PALACE ASSOCIATES LTD, INC.

AUDIT NUMBER.....H96000013513

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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2910 44472
19/20/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 26, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: RAGEL PALACE ASSOCIATES LTD, INC.
REF: W96000020391

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I heraby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Section 607.0120(6)(b), or 617.0120(4)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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 (804) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: W96000013513
Letter Number: 596A00044354

ARTICLES OF INCORPORATION

OF

BAGEL PALACE ASSOCIATES LTD, INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is BAGEL PALACE ASSOCIATES LTD, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ELKINS & FREEDMAN

2101 W. Commercial Blvd., Suite 5400

Ft. Lauderdale, Florida 33309

(305) 733-1330

Attorney: Richard L. Freedman, Esq.

Bar No. : 270598

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TALLAHASSEE, FLORIDA

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ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 125 North Congress Ave

Boynton Beach, FL 33436

and the name of the initial registered agent of this corporation

is MICHAEL JORDAN, whose address is 125 N. Congress

Avenue, Boynton Beach, FL 33436

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is MICHAEL JORDAN AND ADAM YOUNG

125 North Congress Avenue, Boynton Bch, FL 33436

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

MICHAEL JORDAN 125 North Congress Ave. Boynton Bch,

Florida, 33436

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or

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officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of

Sept, 1976


SUBSCRIBER

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

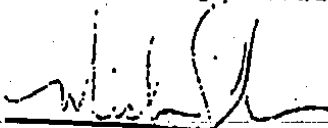
First--That BAGEL PALACE ASSOCIATES LTD, INC.
desiring to organize under the laws of the State of FLORIDA
with its principal office, as indicated in the Articles of
Incorporation, at City of Boynton Beach, County of Palm
Beach State of Florida, has named MICHAEL JORDAN
located at 125 N. Congress Ave., Boynton Beach
Florida 33436
(Street address and number of building;
post office box address not acceptable)

City of Boynton Beach, County of Palm Beach
State of Florida, as its agent to accept service of process with
the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By:


(Resident Agent)

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