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EMPIRE CORPORATE KIT

P.01/19

10/01/96

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: R & W BAGELS, INC.
AUDIT NUMBER.....H96000013733
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION

OF

R & W BAGELS, INC.

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

ARTICLE I - NAME

The name of this corporation is R & W BAGELS, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) Shares of \$1.00 par value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock.

ARTICLE V - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the corporation.

ARTICLE VI - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of R & W BAGELS, INC. is 676 Glades Road, Suite E7, Boca Raton, FL 33431.

Prepared by:
Kirk Grantham, Esq.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406
(407) 966-6211
Fla. Bar No. 133803

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ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is Steve Rubin, 676 Glades Road, Suite E7, Boca Raton, FL 33431.

ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the directors of the corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law. The name and address of the initial director(s) of this corporation is:

Steve Rubin 3015 Alice Drive
Lake Worth, FL 33461

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation are:

Steve Rubin 3015 Alice Drive
Lake Worth, FL 33461

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 1st day of October, 1996.



STEVE RUBIN

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STATE OF FLORIDA

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COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of October, 1996 by STEVE RUBIN who is personally known to me or who produced _____ as identification.



Nancy T. Hammond
Notary Public, State of Florida

Print or stamp name of notary public, commission number and date of expiration

nth:bagels.art

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DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

R & W BAGELS, INC. hereby appoints STEVE RUBIN to act as
Registered Agent for the purpose of accepting service of process in
accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.



STEVE RUBIN

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