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Edward Hart, Inc. 6341 20th Street North St. Petersburg, FL 33702-7107

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

September 26, 1996

Re: BAGEL BUGGY, INC.
Corporation Registration

800001960238
-10/01/96--01013--006
****122.50 ****122.50

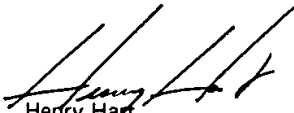
Dear Sir or Madam,

Enclosed please find the following:

- 1.) Articles of Incorporation for the above referenced.
- 2.) A check made out to the Division of State in the amount of \$122.50 for processing of the Articles of Incorporation and a Certificate of Incorporation.

Thank you for your prompt attention to this matter and should you have any questions do not hesitate to contact me toll free at 1-800-379-7926.

Sincerely,


Henry Hart
President

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DIVISION OF STATE
CORPORATIONS
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gr 10/2/96

EFFECTIVE DATE

9/25/96

**ARTICLES OF INCORPORATION
OF
BAGEL BUGGY, INC.**

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of this corporation shall be: BAGEL BUGGY, INC.

ARTICLE II - Place of Business, Incorporator & Registered Agent

The name and address of the initial Registered Agent, and the business address is:

NAME

ADDRESS

Henry E. Hart

6341 20th Street North Suite B
St. Petersburg, FL 33702-7107

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ARTICLE III - Purpose

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

ARTICLE IV - Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 7,000 shares of common stock (each with a par value of \$.01).

ARTICLE V - Directors

A. The business of the corporation shall be managed initially by a board of three (3) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE VI - Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE VII - Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation;

(e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock

ARTICLE VIII - Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE IX - Effective Date

The date that corporate existence shall begin shall be the date that the Articles are signed and filed with the Secretary of State. This election is pursuant to Florida Statute 607.167.

ARTICLE X - Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 25 th day of September, 19 96.


Henry E. Hart


David C. Littell


Michael R. Davis

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.023.


Registered Agent-Henry Hart

95 SEP 20 PM 12:11
STATE OF FLORIDA
SECRETARY OF STATE