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TALLAHASSEE, FL 32301-2607  
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PREMIER HALL  
LEGAL & FINANCIAL SERVICES

P960000082993

ACCOUNT NO. : 072100000032

REFERENCE : 112437 4323590

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 8, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 112437

CUSTOMER NO: 4323590

CUSTOMER: Ms. Kim Hoffman  
BAUGHER, METTLER & SHELTON

340 Royal Poinciana Plz.  
P.O. Box 109  
Palm Beach, FL 33480

800001967288  
-10/08/96--01075--003  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: R & M BAGELS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debora's Schroder

EXAMINER'S INITIALS:

*Dmc 10-8-96*

FILED  
95 OCT -8 PM 2:42 RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA 32301-2607  
DIVISION OF CORPORATION


ARTICLES OF INCORPORATION  
OF

R & M BAGELS, INC.

FILED  
96 OCT -0 PM 2:42  
CLERK OF STATE  
TALLAHASSEE, FLORIDA


Pursuant to Section 607.0202, Florida Statutes, these Articles of Incorporation provide that:

1. The name of the corporation is R & M BAGELS, INC. (the "Corporation").
2. The street address (and mailing address) of the initial principal office of the Corporation is 340 Royal Poinciana Plaza, Palm Beach, Florida 33480.
3. The aggregate number of shares of which the Corporation is authorized to issue is 7,500 shares of Common Stock, having a par value of \$0.01 per share.
4. The street address of the initial registered office of this Corporation is 340 Royal Poinciana Plaza, Palm Beach, Florida 33480 and the name of the initial registered agent of this Corporation is FRANCIS X. J. LYNCH.
5. The name of the address of the person signing these Articles of Incorporation as Incorporator is FRANCIS X. J. LYNCH, 340 Royal Poinciana Plaza, Palm Beach, Florida 33480.

  
\_\_\_\_\_  
FRANCIS X. J. LYNCH, Incorporator

CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for R & M BAGEL, INC., as the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

  
\_\_\_\_\_  
FRANCIS X. J. LYNCH, Registered Agent