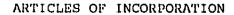
1201 HAYS STREET TATTATIASSEL, TL 12301-2 96 001 29 1710 33 networks THE WALLES ACCOUNT NO. : 072100000032/VISION REFERENCE : 134533 10587A AUTHORIZATION : COST LIMIT : \$ 70.00 ORDER DATE: October 28, 1996 ORDER TIME : 1:13 PM ORDER NO. : 134533-005 400001988334--3 CUSTOMER NO: 10587ለ CUSTOMER: Richard Ehrlich, Esq. EHRLICH & FREEDMAN Suite 501 3300 University Drive Coral Springs, FL 33065 DOMESTIC FILING NAME: A & G BAGELS ENTERPRISES, INC. EFFECTIVE DATE: XX __ ARTICLES OF INCORPORATION __ CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: _ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING CONTACT PERSON: Daniel W Leggett EXAMINER'S INITIALS:

10.29.96



OF

A & G BAGELS ENTERPRISES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

A & G BAGELS ENTERPRISES, INC.

The address of the principal office of this corporation shall be 7134 Nob Hill Road, Tamarac, Florida 33321, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Anita Kaplan Pres. 7134 Nob Hill Road Tamarac, Florida 33321

Gary Fosburg V.Pres.

Falls Circle Drive Lauderhill, Florida 33319

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on October 28, 1996.

CORPORATION SERVICE COMPANY

By: Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Con Olice State Agent, Gail Shelby

DWL

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