

Florida Department of State
Division of Corporations
Tallahassee

DATE 11/18/96

96000097424

Re: STRATHMORE BAGELS, Inc.
(Name of Corporation)

Gentlemen:

700002013727--2
-11/26/96--01034--012
****122.50 ****122.50

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

[Signature]
(Individual's Name)

FILED
96 NOV 25 AM 11:48
SECRETARY OF STATE
TALLAHASSEE FL 32307

STRATHMORE BAGELS, INC
(Name of Corporation)

[Large Signature]

MAILING ADDRESS OF CORPORATION		
10961 N. MILITARY TR.		
PALM BEACH GARDENS, FL 33418		
PHONE		
(561)	776-8700	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

STRATHMORE BAGELS, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

STRATHMORE BAGELS, INC.

FILED
96 NOV 25 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	<u>10961 N. MILITARY TR.</u>		
CITY	<u>PALM BEACH GARDENS</u>	FLORIDA	ZIP <u>33418</u>

Mailing address, if different

STREET ADDRESS			
CITY	FLORIDA	ZIP	

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>F.W. ANTONUCCI</u>		
ADDRESS	<u>10961 N. MILITARY TR.</u>		
CITY	<u>PALM BEACH GARDENS</u>	FLORIDA	ZIP <u>33418</u>

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

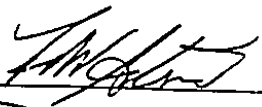
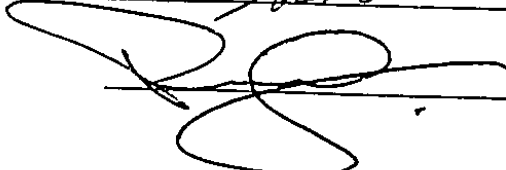
NAME	<u>F. W. ANTONUCCI</u>		
ADDRESS	<u>10961 N. MILITARY TR</u>		
CITY	<u>P.B.G.</u>	STATE	<u>FL</u> ZIP <u>33418</u>
NAME	<u>PATRICK MCGARRY</u>		
ADDRESS	<u>10961 N. MILITARY TR</u>		
CITY	<u>P.B.G.</u>	STATE	<u>FL</u> ZIP <u>33418</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>F. W. ANTONUCCI</u>		
ADDRESS	<u>10961 N. MILITARY TR.</u>		
CITY	<u>P.B.G.</u>	STATE	<u>FL</u> ZIP <u>33418</u>
NAME	<u>PATRICK MCGARRY</u>		
ADDRESS	<u>10961 N. MILITARY TR.</u>		
CITY	<u>P.B.G.</u>	STATE	<u>FL</u> ZIP <u>33418</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 18TH day of NOVEMBER, 1996.


 _____ (Signature)

 _____ (Signature)
 _____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

STRATHMORE BAGELS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 10961 N. MILITARY TR.
PALM BEACH GARDENS, FL 33418
has named F.W. ANTONUCCI

located at the aforesaid address, as its registered agent to accept service of process with this state.

FILED
96 NOV 25 AM 11:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

11/18/96

(Date)

P96000097424

B.C. People
10961 N. Military Tr.
PBC, FL 33418
City

000002039850--9
-12/27/96--01100--007
*****43.75 *****43.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 DEC 27 PM 12:25

APPROVED
AND
FILED

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

12-27-96
* out of state
P96000097424

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

STRATHMORE BAGELS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 1 - AMENDED TO READ AS FOLLOWS:

BIG CITY BAGELS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 27 PM 12:28

APPROVED
AND
FILED

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 12/6/96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 13TH day of DECEMBER, 19 96

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

F.W. ANTONUCCI
Typed or printed name

INCORPORATOR / DIRECTOR V. PRES.
Title

P96000097424

Robert Knight
1000 N. Military St.
TB 6, FL 33418

City/State/Zip

Phone #

500002056875--9
-01/14/97--01082--026
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

FILED
97 JUN 13 AM 7:55
CORPORATION

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N/C

VS JAN 22 1997

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 JAN 13 AM 7:55
SECRETARY OF STATE
FLORIDA

BIG CITY BAGELS, INC

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I CORPORATE NAME TO
BOULEVARD BAGELS & DELI, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 12/30/96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 7th day of JANUARY, 19 97

Signature

F. Antonucci V. PRES
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

F. ANTONUCCI
Typed or printed name

Director / V-PRES.
Title