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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: BAGELS OF PARADISE, INC. AUDIT NUMBER.....H96000017044 DOC
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**ARTICLES OF INCORPORATION
OF
BAGELS OF PARADISE, INC.**

FILED
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THE UNDERSIGNED, subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

BAGELS OF PARADISE, INC.

and its initial post office address and its principal office for the conduct of business is:

8217 Pine Island Road, Tamarac, Florida 33321

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general purpose of the corporation is to engage in any activities or businesses permitted under the laws of the United States and Florida, including, but not limited to, the ownership, operation and management of a delicatessen/restaurant business.

ARTICLE III

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a

Prepared By: JAMES N. REYER, ESQ.
72 S.E. 6th Avenue, Delray Beach, Fl. 33483
Tel No. (561)278-9846 * Fl Bar No. 0936022

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Board of Directors composed of one or more members, which number may be altered from time to time by an amendment to the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE IV

The corporation is authorized to issue 1000 shares of common stock, all of one class, at One Dollar (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services as a just valuation to be fixed by the stockholders at a meeting duly held and convened.

ARTICLE V

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), in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment to the By-Laws of the corporation, but

HP6000017044

shall never be less than one (1). The name and address of the initial director of the corporation are:

Kenneth Royer
8217 Pine Island Road
Tamarac, Florida 33321

ARTICLE VII

The name and address of the initial registered agent and office of this corporation is James N. Royer, Attorney at Law, 72 S.E. 6th Avenue, Delray Beach, FL 33483.

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is Kenneth Royer, 8217 Pine Island Road, Tamarac, Florida 33321.

ARTICLE IX

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit. This right to vote cumulatively shall not be further restricted or qualified by any provision in the By-Laws of the corporation.

ARTICLE X

Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

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ARTICLE XI

One hundred percent (100%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

Members of the Board of Directors may participate in regular, special and annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE XII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred

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upon stockholders herein are granted subject to this reservation.

ARTICLE XIV

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


ARTICLE XV

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XVI

The shareholders and directors of this corporation may take action by written consent, as provided by law.

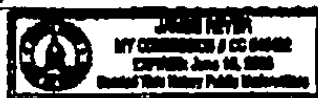
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of November, 1996.


Kenneth Reyer - Incorporator

STATE OF FLORIDA:
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me, on November 28, 1996 by Kenneth Reyer, who is personally known to me and who did take an oath, and acknowledged that he is the person who executed the foregoing Articles of Incorporation.


Notary Public



DEC- 5-96 THU 8:35 AM

P. 13

HP6000017044

**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

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

BAGELS OF PARADISE, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, 8217 Pine Island Road, City of Tamarac, County of Broward, State of Florida 33321, has named James N. Reyer, Attorney at Law, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.


James N. Reyer - Registered Agent

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