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DECEMBER 2, 1996

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

000002021390--6
-12/05/96--01089--013
***122.50 ***122.50

RE: BAGEL ISLAND CAFE, INC.

Dear Secretary:

Enclosed please find the Articles of Incorporation on the above referenced corporation along with our check fo \$122.50 for recording same.

I thank you.

Very Truly Yours,

Jeffrey B. Meyer

Jeffrey B. Meyer, Esq.

JBW/jt
Enc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

126-96
TB

ARTICLES OF INCORPORATION
OF
BAGEL ISLAND CAFE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

The name of the corporation is:

BAGEL ISLAND CAFE, , INC.

II. TERM OF EXISTENCE

The Corporation shall exist in perpetuity. The date and time of the commencement of the corporate existence shall be the time of the filing of the Articles of Incorporation by the Department of State.

III. NATURE OF BUSINESS

The general nature of the business is to be conducted by this corporation is limited to:

THIS CORPORATION IS ORGANIZED FOR THE PURPOSES OF CONDUCTING ANY AND ALL LAWFUL BUSINESS ENTERPRISES PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA INCLUDING BUT NOT LIMITED TO A RETAIL, WHOLESALE BAGEL MANUFACTURER, SALES, RELATED FOOD ITEMS, AND RELATED BUSINESS, OR ANY BUSINESS ACTIVITY.

IV. INITIAL REGISTERED AGENT and ADDRESS

The initial registered agent of the Corporation and his address is : **JEFFREY B. MEYER, ESQ,**
29872 OVERSEAS HWY, STE. 1
BIG PINE KEY, FL 33043

V. PRINCIPAL ADDRESS OF CORPORATION

The PRINCIPAL ADDRESS OF THE CORPORATION is:

547 HECK AVENUE
LITTLE TORCH KEY, FL 33042

VI. DIRECTORS

This corporation, shall be exercised by a board of 1 directors. The number of directors may be increased from time to time by bylaws adopted by the stockholders.

VII. INITIAL DIRECTORS AND OFFICERS

The name and address of the initial director(s) and officers are as follows:

DAVID CUCCIA
547 HECK AVENUE
LITTLE TORCH KEY, FL 33042

VIII. INCORPORATOR

The incorporator is: DAVID CUCCIA

IX. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

X. 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.

David A. Cuccia
DAVID CUCCIA, DIRECTOR

STATE OF FLORIDA

COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DAVID CUCCIA, to me known to be the individuals described in and who executed the foregoing and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

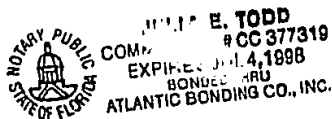
IN WITNESS WHEREOF, I hereunto set my hand and official seal at 29872 Overseas Highway, Suite 1, Big Pine Key, said County and State, this 18th day of November 1996. They are _____ personally known or have produced FL. Dr. Lic. as identification.

(Seal)

Julia E. Todd
Notary Public, State of Florida
Julia E. Todd

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

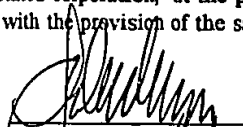
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.089, Florida Statutes, the following is submitted in compliance with said act:

FIRST - That BAGEL ISLAND CAFE, . INC. desiring to organize under the laws of the State of Florida, with its principal corporate office at 547 HECK AVE., LITTLE TORCH KEY, FL 33042, and the office of the Registered Agent, as indicated in the Articles of Incorporation, 29872 OVERSEAS HWY., STE. 1, BIG PINE KEY, FL 33043, named JEFFREY B. MEYER, ESQ., as its agent to accept service of process from the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I, the undersigned, hereby accept the said appointment, with the provision of the said act, as to keeping open said office.

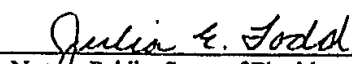

JEFFREY B. MEYER

STATE OF FLORIDA
COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JEFFREY B. MEYER, to me known to be the individual described in and who executed the foregoing and acknowledged before me that he, executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal in the county of Monroe, State of Florida,
18th day of November 1996. He is ☒ personally known or has produced the following form of picture
identification: _____.

My Commission Expires:


Notary Public, State of Florida

Julia E. Todd



JULIA E. TODD
COMMISSION # CC 377319
EXPIRES JUL 4, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.