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Law Offices of
Flaster Koppell and Bates

A Partnership of Professional Associations
INTERCONTINENTAL BANK BUILDING
8211 W. BROWARD BLVD., SUITE 230
PLANTATION, FL 33324
(954) 370-7713 • FAX (954) 370-7849

LAWRENCE MICHAEL FLASTER
DOUGLAS L. BATES
WAYNE S. KOPPEL

FILED
96 DEC -9 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 5, 1996

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

100002024241---7
-12/10/96--01039--007
****122.50 ****122.50

Re: SUN RISE BAGEL, INC.

Dear Sir or Madam:


Enclosed are the original and two copies of the Articles of Incorporation, including Registered Agent form, of the above proposed corporation, together with our check in the amount of \$122.50.

Please return the certified copy to the attention of the undersigned at this office.

If you have any questions with reference to the filing of these Articles of Incorporation, please call me before returning the enclosures to this office.

Thank you for your consideration.

Very truly yours,


WAYNE S. KOPPEL

WSK:sab
Enclosures as stated

-m 12/11/96

ARTICLES OF INCORPORATION
OF
SUN RISE BAGEL, INC.

ARTICLE I

The name of this Corporation shall be SUN RISE BAGEL, INC.

ARTICLE II

This Corporation shall begin upon the filing of these Articles and shall have perpetual existence.

ARTICLE III

The name and address of the initial registered agent and office are:

WAYNE S. KOPPEL, ESQUIRE
8211 W. Broward Boulevard, Suite 230
Plantation, FL 33324

ARTICLE IV

The purpose of the Corporation is to engage in any lawful business or activity.

ARTICLE V

This Corporation is authorized to issue one thousand (1000) shares of .001 dollar par value Common Stock.

ARTICLE VI

The name and address of the incorporator is:

WILLIAM RADEKA
12703 NW 15 Street
Sunrise, FL 33323

ARTICLE VII

The names and addresses of the initial directors and officers are:

WILLIAM RADEKA, President/Director
12703 NW 15 Street
Sunrise, FL 33323

WENDY RADEKA, Vice President/Director
12703 NW 15 Street
Sunrise, FL 33323

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ARTICLE VIII

The corporation's principal office shall be at 12703 NW 15 Street, Sunrise, Florida, 33323, and the corporation's mailing address shall be that same address.

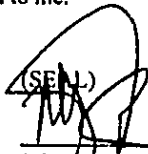
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of Dec., 1996.

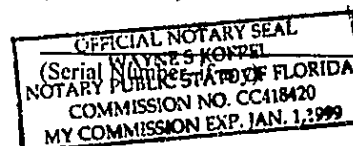


WILLIAM RADEKA

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me, this 4 day of December, 1996, by William Radeka, who is personally known to me.


(Signature of Notary/Clerk)
Wayne S. Koppel
(Printed Name)
Notary Public
(Title or Rank)



CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That SUN RISE BAGEL, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at City of Sunrise, County of Broward, State of Florida, has named WAYNE S. KOPPEL, ESQUIRE, located at 8211 W. Broward Blvd., Suite 230, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: _____

WAYNE S. KOPPEL
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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