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WILLIAM M. STEINER
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Telephone (305) 891-1208
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December 10, 1996

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*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: LUZDERY'S BAGELS AND SANDWICHES, INC.

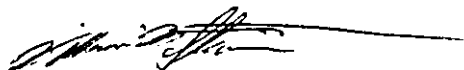
Greetings:

Enclosed are one original and two (2) copies of the articles of incorporation for the above corporation and a check in the amount of \$70.00 as payment for filing fees of the articles of incorporation and the registered agent designation.

Also enclosed is a prepaid Express Mail envelope. I would be most appreciative if you would please expedite filing this corporation. I've enclosed the Express Mail envelope to facilitate the return of the filed documents to me.

Thank you for your time and consideration.

Sincerely,



William M. Steiner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 16 PM 12:50

gg 12/18/96

96 DEC 16 PM 12: 50

**ARTICLES OF INCORPORATION
FOR
LUZDERY'S BAGELS AND SANDWICHES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: LUZDERY'S BAGELS AND SANDWICHES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1695 NE 123rd Street, North Miami, Florida 33181.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven thousand five hundred shares (7,500).

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

WILLIAM M. STEINER, 1695 NE 123rd Street, North Miami, Florida 33181.

ARTICLE V INCORPORATOR

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

WILLIAM M. STEINER, 1695 NE 123rd Street, North Miami, Florida 33181.

The undersigned has executed these Articles of Incorporation this 11th day of December, 1996.



WILLIAM M. STEINER, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 16 PM 12:50


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: LUZDERY'S BAGELS AND SANDWICHES, INC.
2. The name and address of the registered agent and office is:

William M. Steiner, 1695 NE 123rd Street, North Miami, Florida 33181

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.


William M. Steiner

12/11/96
Date