

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*[Handwritten signature]*

*[Handwritten signature]*

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY *AAP* \_\_\_\_\_

WALK-IN Will Pick Up *1220 1100* *[Signature]* *12/23*

RE: *Banker's Page 1st Inc.*

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> <del>Corp.</del> Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		

SUBTOTALS \_\_\_\_\_

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

66 DEC 23 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

RECEIVED  
96 DEC 20 AM 10:41  
DIVISION OF CORPORATION

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 20, 1996

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET  
SUITE 1  
TALLAHASSEE, FL 32301

SUBJECT: MANHATTAN BAGELS, INC.  
Ref. Number: W96000026774

*First, Inc.*

*Correct*

We have received your document for MANHATTAN BAGELS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown  
Corporate Specialist

Letter Number: 196A00056842

RECEIVED  
95 DEC 23 AM 10:59  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**FIRST MANHATTAN BAGELS, INC.**

FILED  
96 DEC 23 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

**ARTICLE I: NAME**

The name of the Corporation is  
FIRST MANHATTAN BAGELS, INC.

**ARTICLE II: DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III: PURPOSE**

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any or all lawful business for which the corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV: CAPITAL STOCK**

The maximum number of shares of stock that the Corporations authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of One (\$1.00) Dollar per share.

#### **ARTICLE V: SECTION 1244 STOCK**

The Corporation, and the party hereto, shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and Regulations issued thereunder.

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The post office address of the Corporation's place of business and initial registered office is 4801 34<sup>th</sup> STREET SOUTH, VILLIAGE STREET MALLST. PETERSBURG, FLORIDA 33711 and the name of its initial registered agent at such address is LEN CUCINOTTA. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

#### **ARTICLE VII: INITIAL DIRECTORS**

The initial Board of Directors shall consist of one Director whose name and post office address is as follows:

**LEN CUCINOTTA  
4801 34<sup>th</sup> STREET SOUTH  
VILLIAGE STREET MALL  
ST. PETERSBURG, FLORIDA 33711**

who shall hold office until the first annual meeting of the shareholders, and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death.

#### **ARTICLE VIII: INCORPORATOR**

The name and post office address of the person signing these Articles of Incorporation as


an Incorporator is as follows:

**LEN CUCINOTTA**  
**4801 34<sup>th</sup> STREET SOUTH**  
**VILLIAGE STREET MALL**  
**ST. PETERSBURG, FLORIDA 33711**

**ARTICLE IX: AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

IN WITNESS WHEREOF, the incorporator herein named, has hereunto set his hand and seal this 29 day of OCT, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and he makes, subscribes, acknowledges and files in the Office of the Secretary of the State of Florida, these Articles of Incorporation and certifies that the facts herein are true.

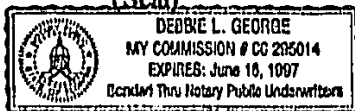
  
**LEN CUCINOTTA**

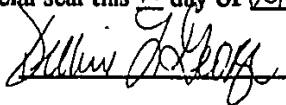
**STATE OF FLORIDA**  
**COUNTY OF PINELLAS**

I HEREBY CERTIFY that before me personally appeared **LEN CUCINOTTA**, to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal this 29 day of OCT, 1996 at PINELLAS COUNTY, Florida.

(Seal)





**RESIDENT AGENT CERTIFICATE**

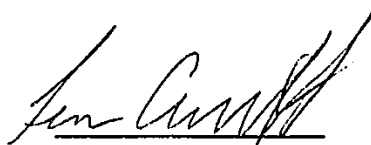
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96 DEC 23 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST **MANHATTAN BAGELS, INC** desiring to organize under the laws of the State of Florida with its principal office located at **4801 34<sup>TH</sup> STREET SOUTH, ST PETERSBERG Florida, 33711** has named **LEN CUCINOTTA** located at **4801 34<sup>TH</sup> STREET SOUTH, Florida, 33711** as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

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

  
**LEN CUCINOTTA**