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TALLAHASSEE, FL 32301-2607
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networks

THEY RECORD
THEir ACTS AND DEEDS

ACCOUNT NO. : 072100000032

REFERENCE : 203761 10562A

AUTHORIZATION : Patricia Pizuto

COST LIMIT : \$ 70.00

FILED
95 DEC 30 AM 9:37
TALLAHASSEE, FLORIDA

ORDER DATE : December 27, 1996

ORDER TIME : 4:22 PM

ORDER NO. : 203761-005

200002040652--4

CUSTOMER NO: 10562A

CUSTOMER: Ms. Diana Matamala
FREEDMAN AND ASSOCIATES

Suite 780
11900 Biscayne Boulevard
North Miami, FL 33181

DOMESTIC FILING

NAME: EISEN BROTHERS BAGELS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

PK
12/30/96

RECEIVED
95 DEC 30 AM 8:19
TALLAHASSEE, FLORIDA

FILED

96 DEC 30 AM 9:38

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

EISEN BROTHERS BAGELS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

EISEN BROTHERS BAGELS, INC.

The address of the principal office of this corporation shall be 1021 Ives Dairy Road, Suite 213, Miami, Florida 33179, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Steven D. Eisenberg
Pres.

1021 Ives Drive Road, Suite 213
Miami, Florida 33179

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

FILED

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 27, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

HBD/das