



THE UNITED STATES
CORPORATION
COMPANY

P97000008834

ACCOUNT NO. : 072100000032

REFERENCE : 240680 4311473

AUTHORIZATION :

Patricia Poynter

COST LIMIT : \$ 122,50

ORDER DATE : January 29, 1997

ORDER TIME : 10:28 AM

ORDER NO. : 240680-005

800002072638--8

CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: UNITED BAGEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED

97 JAN 29 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 29 AM 11:26
DIVISION OF CORPORATION

*Dmc
1-29-97*

ARTICLES OF INCORPORATION
OF
UNITED BAGEL, INC.

FILED
97 JAN 29 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is UNITED BAGEL, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 7562 West Commercial Blvd., Lauderhill, Florida 33319.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Million (1,000,000) shares of common stock, all of which are to have a par value of \$0.0001 per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Andrea F. Fisher	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Andrea F. Fisher	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28 day of January, 1997.



Andrea F. Fisher,
Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Andrea F. Fisher,
Registered Agent

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