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ACCOUNT NO. : 072100000032

REFERENCE : 262250 80897A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : February 17, 1997

ORDER TIME : 9:41 AM

ORDER NO. : 262250-005

300002089253--2

CUSTOMER NO: 80897A

CUSTOMER: R. Gregory Haller, Esq
R. GREGORY HALLER, ESQ

Suite 350
1001 3rd Avenue West
Bradenton, FL 34205

DOMESTIC FILING

NAME: GOLDCOAST BAGELS, 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: Todd Sterzoy

EXAMINER'S INITIALS:

*RR
2.17.97*

FILED
97 FEB 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECORDED
97 FEB 17 AM 10:45
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
GOLDCOAST BAGELS, INC.**

FILED
97 FEB 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, each a natural person, and competent to contract, do hereby organize ourselves for the purpose of becoming a corporation for profit under the laws of Florida.

ARTICLE I

The name of this Corporation shall be: GOLDCOAST BAGELS, INC., the business address is 656 Hillcrest Drive, Bradenton, Florida 34209 and the mailing address of the Corporation is 656 Hillcrest Drive, Bradenton, Florida 34209.

ARTICLE II

The general nature of the business to be transacted by this Corporation is to make, prepare, market and sell bagels and other food items and beverages, operate a carry-out and eat-in restaurant, and food service business, and provide related food and beverage services and to do all other acts and things incidental thereto, or included in all or any of the general powers given private Corporations for profit under the Laws of the State of Florida.

ARTICLE III

The street address of the initial principal office of this Corporation is 656 Hillcrest Drive, Bradenton, Florida 34209.

ARTICLE IV

A. **Classes of Shares:** The Corporation shall have one class of shares and is authorized to issue 1000 shares of common stock at a par value of \$ 0.10 each.

B. **Common Shares:** The par value of common shares shall be payable in lawful money of the United States of America, or in other

property or property rights, tangible or intangible, or in labor or services performed for the benefit of the corporation prior to its incorporation, at a just valuation to be fixed by the Board of Directors of the Corporation. The common shares of the Corporation shall be increased or decreased only as provided in the laws of Florida.

ARTICLE V

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation at the price at which such shares are offered to others.

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any shares held or owned by other shareholders of this corporation.

Each shareholder of any class of stock of this corporation shall also be entitled to full pre-emptive rights to purchase any corporate securities carrying rights of subscription to, and/or acquisition of, any unissued or treasury stock.

The stockholders of this corporation may from time to time enter into such agreements relating to the shares of stock held by them and limiting the transferability thereof, and thereafter any transfer of any share subject to the agreement shall be made in accordance with the agreement, provided that prior to the transfer, written notice of the agreement be made on the share certificate representing the shares subject to the agreement.

ARTICLE VI

The amount of capital with which this Corporation will begin business is not less than One Hundred Dollars (\$100.00)

ARTICLE VII

This Corporation is to exist perpetually.

ARTICLE VIII

The street address of the initial registered office is 656 Hillcrest Drive, Bradenton, Florida 34209 the name of the initial Registered Agent at that address is Gary Tucker. The Board of Directors may from time to time move the registered office to any other address in the state of Florida.

ARTICLE IX

This Corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, and there may be as many as five directors, if so authorized.

ARTICLE X

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 Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The names and addresses of the members of the first Board of directors are:

Gary Tucker
656 Hillcrest Drive
Bradenton, Florida 34209

ARTICLE XII

The names and addresses of the incorporators are as follows:

Gary Tucker
656 Hillcrest Drive
Bradenton, Florida 34209


ARTICLE XIII

Pursuant to the provisions of Chapter 607.0203, Florida Statutes, 1989, this Corporation shall begin in existence upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE XIV

The corporation shall indemnify any officer or director, when reasonable, to the fullest extent permitted by law.


IN WITNESS WHEREOF, We have subscribed our names, this 13 day of February, 1997.



Gary Tucker
INCORPORATOR

ACCEPTANCE

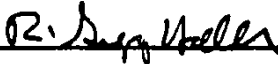
Having been named as Registered agent of GOLDCOAST BAGELS, INC., I hereby accept designation as Resident Agent, agree to act in that capacity and to comply with all provisions of the statutes relative to the proper performance of the duties, and state that I am familiar with and accept the obligations of the position.



Gary Tucker
Registered Agent

COUNTY OF MANATEE) SS
STATE OF FLORIDA)

The foregoing instrument was acknowledged before me this 13 day of February, 1997, by Gary Tucker, who is personally known to me or who produced _____ as identification and who did/did not take an oath.



Notary Public,
My commission expires 9/24/97
Bonder By Service Ins
No. CC303482
 Personally Known



FILED
97 FEB 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA