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Law Offices of Carl A. Cascio, P.A.

Carl A. Cascio

David S. Nienick
Gary S. Gaffney
(of Counsel)

March 7, 1997

Secretary of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32314

Re: GECO Garden Products, Inc. and Empire Bagel Corp.

9000002 108909--0
-03/10/97--01139--014
****245.00 ****122.50

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of both above referenced corporations, along with a check in the amount of \$245.00 for filing, designation of registered agent, and certified copy fee for the above-referenced entities. Please return the Certificates of Incorporation and certified copies of the Articles to this office at your earliest convenience.

Thank you.

Carl A. Cascio

CAC/mbn
Enclosures

FILED
97 MAR 10 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/17/97
TJB

First Financial Plaza

639 East Ocean Avenue, Suite 207 - Boynton Beach, FL 33455 - (561) 756-7745 - Fax (561) 757-9775

**ARTICLES OF INCORPORATION
OF
EMPIRE BAGEL & DELI CORP.**

**ARTICLE I
NAME**

The name of this Corporation is EMPIRE BAGEL & DELI CORP.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence. The effective date of this Corporation shall be the date of filing of these Articles.

**ARTICLE III
PURPOSE**

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which profit corporations may be incorporated under the Florida General Corporation Act. No other purpose limits the general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV
SHARES**

The aggregate number of shares which the Corporation is authorized to issue is One Hundred (100) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the Corporation is c/o Audrey Hildebrand, 330 Clematis Street, Suite 111, West Palm Beach, Florida 33401. The street address of its initial Registered

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

Office is 8161 Mystic Harbor Circle, Boynton Beach, Florida 33436, and the name of its initial Registered Agent at such address is Audrey Hildebrand.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one.

The name and address of the initial directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Dana Hildebrand	8161 Mystic Harbor Circle Boynton Beach, Florida 33436
Audrey Hildebrand	8161 Mystic Harbor Circle Boynton Beach, Florida 33436

ARTICLE VII

INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Audrey Hildebrand	8161 Mystic Harbor Circle Boynton Beach, Florida 33436

ARTICLE XIII

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE IX

INITIAL OFFICERS

The names, offices and street addresses of the first officers of this Corporation, who shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

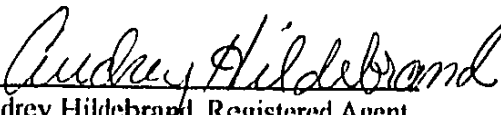
<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Dana Hildebrand	President/ Secretary	8161 Mystic Harbor Circle Boynton Beach, Florida 33436
Audrey Hildebrand	Vice-President/ Treasurer	8161 Mystic Harbor Circle Boynton Beach, Florida 33436

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this
7th day of MARCH, 1997.

Audrey Hildebrand
Audrey Hildebrand, Incorporator

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.


Audrey Hildebrand, Registered Agent

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