

P970000032260

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870

Mailing Address: Post Office Box 10149, 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 \$ _____

RECEIVED
97 APR -9 AM 11:06
DIVISION OF CORPORATION

K.R. APR - 9 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE 4-9-97 _____

TIME 9:17 _____

BY DL _____

WALK-IN
Will Pick Up _____

NE: Downtown Bagels,
Inc.

	C.C. FEE.	DISCOUNT
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C US-		
<input type="checkbox"/> Filioious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Statement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kill		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing 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 ()		

SUBTOTALS _____

FEE.....
DISCOUNT.....
SURCHARGE.....
TAX on corporate supplied.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

DIVISION OF CORPORATION

97 APR -9 AM 8:59

RECEIVED

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, 10% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
FOR
DOWNTOWN BAGELS, INC.

FILED
97 APR -9 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation is Downtown Bagels, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation shall be at 2394 S.W. Deepwood Pass, Palm City, Fl. 34990.

ARTICLE II. DURATION

This corporation shall have a perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of one dollar (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any authorized and unissued stock [but not treasury stock] of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2349 S.W. Deepwood Pass, Palm City, Fl. 34990 and the name of the initial registered agent of this corporation, at the address, is Steven B. Arnold.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially, The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Name:

Addresses:

Steven B. Arnold

2349 S.W. Deepwood Pass
Palm City, Fl. 34990

ARTICLE VIII. INCORPORATOR

The name and address of the initial incorporator and the person signing these articles is Steven B. Arnold whose address is 2349 S.W. Deepwood Pass, Palm City, Fl. 34990.

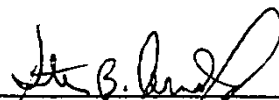
ARTICLE IX. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on April 8, 1997.



Steven B. Arnold,
Incorporator,
shareholder and initial
member of the Board of
Directors

Acceptance By Registered Agent

I, Steven B. Arnold, hereby acknowledge that I am familiar with and accept the duties and obligations of the office of registered agent of the corporation.



Steven B. Arnold, Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA