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April 11, 1997

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-04/17/97--01039--018
*****70.00 *****70.00

Secretary of State
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32301

Re: N. Y. BAGELS +, INC.

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office for the above named corporation, together with a check in the amount of \$70.00 to cover the following:

Filing Fee	\$35.00
Registered Agent	<u>35.00</u>
	\$70.00

Please return to this office a copy of the Articles of Incorporation acknowledging receipt of same in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

Richard W Cobb
Richard W. Cobb

RWC/ly

Enclosures

RWC
4/17/97

FILED
97 APR 17 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
N. Y. BAGELS +, INC.

FILED
97 APR 17 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be N. Y. BAGELS +, INC. The principal place of business shall be 795 Blanding Boulevard, Building D, Orange Park, Florida, 32065, and the mailing address shall be 6322 Custer Road, Orange Park, Florida 32065.

ARTICLE II. TERM

This corporation shall commence upon the filing of these Articles of Incorporation and shall exist perpetually unless sooner voluntarily dissolved according to law.

ARTICLE III. PURPOSE

The general purpose for which this corporation is organized is to engage in the business of retail sales of bagels and other items and shall include the transaction of any other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

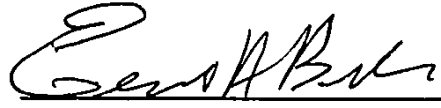
The maximum number of shares of stock this corporation shall be authorized to issue and have outstanding at one time shall be limited to ONE HUNDRED (100) SHARES of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V. REGISTERED OFFICE AND AGENT

The registered office of this corporation shall be located at 795 Blanding Boulevard, Building D, Orange Park, Florida 32065, and the registered agent of this corporation at the above address shall be ERIC A. BICK.

The Incorporator of this corporation is:

ERIC A. BICK
6322 Custer Road
Orange Park, Florida 32065


ERIC A. BICK

STATE OF FLORIDA

COUNTY OF CLAY

BEFORE ME personally appeared ERIC A. BICK to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed said instrument as the Incorporator for the purposes therein expressed.

WITNESS my official hand and seal this the 14th day of April, 1997.



LINDA J. YOW
MY COMMISSION # CC366709 EXPIRES
August 11, 1998
BONDED THRU TROY FARM INSURANCE, INC.

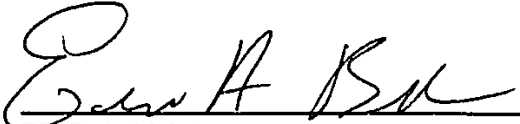

NOTARY PUBLIC

ACCEPTANCE

Having been named Registered Agent to accept service of process for the above stated

corporation, at the registered office of said corporation, I hereby accept to act in this capacity.

This 14th day of April, 1997.


ERIC A. BICK