

P97000038315



ACCOUNT NO. : 072100000032

REFERENCE : 347117 10562A

AUTHORIZATION : Patricia Pzyto

COST LIMIT : \$ 122.50

ORDER DATE : April 29, 1997

ORDER TIME : 11:13 AM

ORDER NO. : 347117-005

CUSTOMER NO: 10562A

CUSTOMER: Ms. Diana Matamala
FREEDMAN AND ASSOCIATES

Suite 780
11900 Biscayne Boulevard
North Miami, FL 33181

4000002159404--5

DOMESTIC FILING

NAME: BROTHERS BAGEL DELI II, 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: Kim Clemons

EXAMINER'S INITIALS: _____

TALLAHASSEE, FLORIDA
APR 29 PM 3:56

SM APR 29 1997

ARTICLES OF INCORPORATION
OF
BROTHERS BAGEL DELI II, INC.

FILED
97 APR 29 PM 3:56
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BROTHERS BAGEL DELI II, INC.

The address of the principal office of this corporation shall be 1021 Ives Dairy Road, Suite 213, Miami, Florida 33179, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Steven Eisenberg	1021 Ives Dairy Road, Suite 213
Dir./Pres.	Miami, Florida 33179

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on April 29, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACG/akc

FILED
TALLAHASSEE, FLORIDA

97 APR 29 PM 3:57