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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: TAX, ACCOUNTING & RESEARCH, INC.
CONTACT: RICHARD BOLEK
PHONE: (813)733-7633

ACCT#: 074723001473

FAX #: (813)733-7933

NAME: HYMIE'S BAGELS & DELI INC.
AUDIT NUMBER.....H97000011634
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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**ARTICLES OF INCORPORATION
OF
HYMIE'S BAGELS & DELI INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

HYMIE'S BAGELS & DELI INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2794 GULF TO BAY BLVD., CLEARWATER, FL 34619

ARTICLE III - SHARES

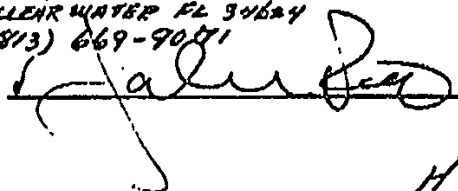
The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES - NO PAR

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

PREPARED BY
JOHN P. RAO
2717 SEVILLE
CLEARWATER FL 34624
(813) 669-9081



JOHN P. RAO
2717 SEVILLE
CLEARWATER, FL 34624

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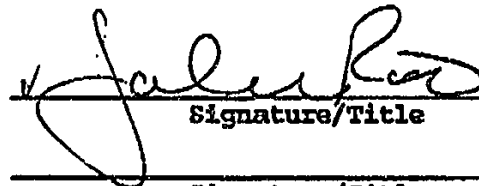
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ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

JOHN P. RAO
2717 SEVILLE
CLEARWATER, FL 34624

The undersigned Incorporator(s) have executed these Articles of Incorporation this 15th day of July, 1997.



Signature/Title

Signature/Title

Articles of Incorporation

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATING THE FOLLOWING AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: HYMIR'S BAGELS & DELI INC.

2. The name and address of the registered agent and office is:

JOHN P. RAO
(Name)

2717 SEVILLE
(P.O. Box not acceptable)

CLEARWATER, FL 34624
(City/State/Zip)

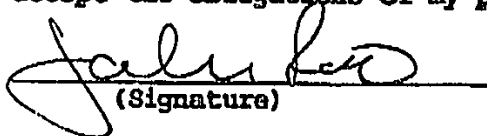
Signature 

(Corporate Officer)

Title _____

Date 7-15-97

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I 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.


(Signature)

7-15-97
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

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