

MICHAEL FELDENKRAIS, P.A.

ATTORNEY AT LAW

MAIN OFFICE
12000 BISCAYNE BOULEVARD
SUITE 220
NORTH MIAMI, FLORIDA 33181

TEL: (305) 892-9565
FAX: (305) 892-9562
EMAIL: Feldmic@msn.com

OF COUNSEL
ALEX POLOMIANY, ESQ.
JENNIFER CHAPMAN, ESQ.

97000065390

July, 23, 1997

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-07/28/97--01094--008
*****78.75 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Intervest Trading Corp.
Our File #: 5203

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 29 PM 12:14

Dear Sir or Madam:

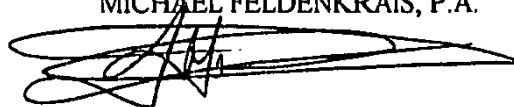
Enclosed please find the following documents in connection with the above referenced Corporation:

1. Original and copy of Articles of Incorporation of Intervest Trading Corp.
2. Certificate of Designation of Registered Agent and Registered Office.
3. Check No. 1606 In the amount of seventy-eight dollars and seventy-five cents (\$78.75) representing the filing fees.

Please file these accordingly, and return a stamped copy of these documents to our office in the self-addressed stamped envelope provided. Thank you for your prompt attention to this matter.

Cordially,

MICHAEL FELDENKRAIS, P.A.



MICHAEL FELDENKRAIS

MF/gg
File 5203

6/29/97

ARTICLE OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 12: 14

INTERVEST TRADING CORP.

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:

INTERVEST TRADING CORP.

The address of the principal office of this corporation shall be c/o Michael Feldenkrais, P.A., Michael Feldenkrais, Esp., 12000 Biscayne Boulevard, Suite 220, North Miami, Florida 33181, 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 one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12000 Biscayne Boulevard, Suite 220, North Miami, Florida 33181, and the name of the initial registered agent of the corporation at that address is Michael Feldenkrais.

ARTICLE V
TERM OF EXISTENCE


This corporation is to exist perpetually.

ARTICLE VI
INCORPORATOR

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

EVELYN MADNICK
9030 Taft Street
Pembroke Pines, Florida 33024

IN WITNESS WHEREOF, the undersigned to these articles of Incorporation has hereunto set their hand and seal on this 23rd day of July, 1997.


It's Incorporator, Evelyn Madnick

ASSIGNMENT BY THE SOLE INCORPORATOR

OF THE ARTICLES OF INCORPORATION OF:

INTERVEST TRADING CORP.

Evelyn Madnick as sole Incorporator, for value received hereby assigns any and all rights
it may have as such incorporator to the following:

Dated: July 23, 1997

EVELYN MADNICK

By: Evelyn Madnick
It's Incorporator, Evelyn Madnick

ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DESIGNATED IN THE ARTICLES OF INCORPORATION 87 JUL 28 PM 12: 14

MICHAEL FELDENKRAIS, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent, in above and foregoing Articles of Incorporation of:

INTERVEST TRADING CORP. is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

MICHAEL FELDENKRAIS

P97000065391



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 478173 162199A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 29, 1997

ORDER TIME : 10:28 AM

ORDER NO. : 478173-005

CUSTOMER NO: 162199A

CUSTOMER: Rick M. Morse, Cpa
RICK M. MORSE, CPA, P.A.

Suite 204
7800 N. University Drive
Tamarac, FL 33321

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-07/29/97--01071--024
****122.50 ****122.50

DOMESTIC FILING

NAME: BAGEL DINER, 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: Stephanie Stscherban

EXAMINER'S INITIALS:

LSN JUL 29 1997

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ARTICLES OF INCORPORATION
OF

BAGEL DINER, INC.

FILED
97 JUL 29 PM 12:08
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation shall be :

BAGEL DINER, INC.

ARTICLE II

PURPOSE

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

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 3000 shares of \$ 1 par value common stock.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is:

4770 N.W. 106TH AVENUE
CORAL SPRINGS, FL 33076

and the name of the initial registered agent of this corporation at the above address is:

HELEN LURIE

ARTICLE V

DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

HELEN LURIE
4770 N.W. 106TH AVENUE
CORAL SPRINGS, FL 33076

ARTICLE VI

INCORPORATOR

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

HELEN LURIE
4770 N.W. 106TH AVENUE
CORAL SPRINGS, FL 33076

ARTICLE VII

POWERS

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

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director or former officer or former director to the full extent permitted by law.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 23rd day of July 1997

Helen Lurie

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 23rd DAY of July, 1997 HELEN LURIE appeared before me the undersigned authority, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same, freely and voluntarily for the purpose therein expressed.

Rick M. Morse
Notary Public

ss: My Commission Expires:



CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED;

BAGEL DINER, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL SPRINGS, FLORIDA HAS NAMED HELEN LURIE AT 4770 N.W. 106TH AVENUE, CORAL SPRINGS, FLORIDA 33076 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE x Helen Lurie
CORPORATE OFFICER
TITLE x Pres.
DATE x 7/25/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE x Helen Lurie
DATE x 7/23/97

97 JUL 29 PM 12:08
CLERK OF COURT
FLORIDA