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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE RIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541 3/70

NAME: THE BAGEL UNIVERSE, INC.

AUDIT NUMBER.....H97000013463

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

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**ARTICLES OF INCORPORATION
OF
THE BAGEL UNIVERSE, INC.**

ARTICLE I

NAME

The Name of the Corporation is THE BAGEL UNIVERSE, INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Stewart A. Merkin, Esq.
Riverside Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 each.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is 9779 N.W. 41st Street, Miami, Florida 33178.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 444 Brickell Avenue, Suite 300, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

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ARTICLE VIII
DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME
RICARDO JESURUM

ADDRESS
9779 N.W. 41st Street
Miami, Florida 33178

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., 444 Brickell Avenue, Suite 300, Miami, Florida 33131.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

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IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 14 day of August, 1997.


Stewart A. Merkin

STATE OF FLORIDA)

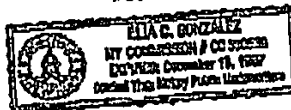
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 14 day of August, 1997.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

THE BAGEL UNIVERSE, INC.

2. The name and address of the Registered Agent and office is:

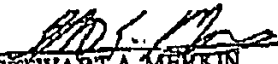
STEWART A. MERKIN, ESQ.
444 BRICKELL AVENUE, SUITE 300
MIAMI, FLORIDA 33131



RICARDO JESURUM, President

Dated: August 14 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF 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.



STEWART A. MERKIN
Registered Agent

Dated: August 14 1997

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