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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 518018 162388A

AUTHORIZATION : Patricia T. T. T.

COST LIMIT : \$ 70.00

ORDER DATE : September 4, 1997

ORDER TIME : 10:44 AM

ORDER NO. : 518018-005

CUSTOMER NO: 162388A

1100002204001 --E

CUSTOMER: Joseph A. Murphy, III, Esq
JOSEPH A. MURPHY, III, ESQ.

516 Camden Avenue

Stuart, FL 34994

DOMESTIC FILING

NAME: MAX'S BAGEL-N-BEAN CO., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

SN SEP - 4 1997

**ARTICLES OF INCORPORATION
OF
MAX'S BAGEL -N- BEAN CO., INC.**

FILED
97 SEP -4 PM 2:44
SEC
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for the purposes of forming a restaurant business under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The name of the corporation is MAX'S BAGEL -N- BEAN CO., INC.

ARTICLE TWO

The principal office of the corporation, the mailing address for the corporation, the street address of the corporation's initial registered office is:

849 S. Federal Highway
Stuart, FL 34994

ARTICLE THREE

The name of the registered agent at the above address is:

Vaughn Hill
849 S. Federal Highway
Stuart, FL 34994

ARTICLE FOUR

The corporation is authorized to issue 500 shares of common stock at \$1.00 par value. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value.

ARTICLE FIVE

The corporation elects to have preemptive rights, so that the shareholders of the corporation

have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

ARTICLE SIX

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

ARTICLE SEVEN

The corporation shall be a bagel and coffee shop.

ARTICLE EIGHT

The corporation shall initially have one director which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be less than one. The initial director shall be:

Vaughn Hill
849 S. Federal Highway
Stuart, FL 34994

ARTICLE NINE

The name and address of the individual who is the incorporator:

Vaughn Hill
849 S. Federal Highway
Stuart, FL 34994

ARTICLE TEN

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President

Vaughn Hill

Vice-President

Vaughn Hill

Secretary

Vaughn Hill

Treasurer

Vaughn Hill

ARTICLE ELEVEN

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and value of the consideration to be paid therefor is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Vaughn Hill	849 S. Federal Highway Stuart, FL 34994	100	\$100.00

ARTICLE TWELVE

The By-Laws of the corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.

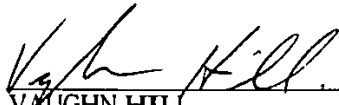
ARTICLE THIRTEEN

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

ARTICLE FOURTEEN

After incorporation, the corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provisions of the U.S. Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of
Incorporation this 29 day of August, 1997.

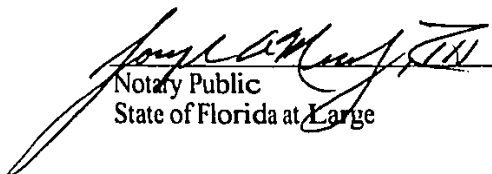


VAUGHN HILL

STATE OF FLORIDA)
)
COUNTY OF MARTIN)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County
aforesaid, personally appeared VAUGHN HILL ~~personally known to me~~ to be the person who
executed the foregoing Articles of Incorporation and who identified himself by Florida Drivers License
_____, he acknowledged before me that he executed
these Articles of Incorporation, and that they are true and correct.

SWORN to and subscribed before me on this 29th day of August, 1997.



Notary Public
State of Florida at Large

My commission expires:



JOSEPH A MURPHY III
My Commission CC394224
Expires Jul. 20, 1998
Bonded by HAI
800-422-1555

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That DMAX'S BAGEL -N- BEAN CO., INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Stuart, County of Martin, State of Florida has named VAUGHN HILL, 849 S. FEDERAL HIGHWAY, STUART, FL 34994 being in the County of Martin, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: V. Hill.
VAUGHN HILL
Registered Agent

Date: 8/29/97.

FILED
97 SEP -4 PM 2:44
TALLAHASSEE
5