CR2E031 (1-89)

W.P. Verifier

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

ST. PETE BAGELS ACQUISITION CORP.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: ST. PETE BAGELS ACQUISITION CORP.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: c/o LEHMAN & EILEN, 50 CHARLES LINDBERGH BLVD., SUITE 505, UNIONDALE, NEW YORK 11553-3600.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: ONE THOUSAND (1,000).

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM. 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

FIFTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Belfrieda L. Dawson

1633 Broadway, New York, N.Y. 10019

Albrika R. Stokes

1633 Broadway, New York, N.Y. 10019

Richard McPhie

1633 Broadway, New York, N.Y. 10019

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION
THIS 8th DAY OF September, 1997.

SIGNATURE/TITLE

Belfrieda L. Dawson, Incorporato

Albrika R. Stokes, Incorporator

Richard McPhie, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED SEPTEMBER 8, 1997 .

C T CORPORATION SYSTEM

Jonathan CT

ASSISTANT SECRETARY

97 SEP 10 PH 2: 07
SECRETARY OF STATE
TALL AHASSIF, FLORIDA