

P97000080796

September 9, 1997

Secretary of State  
Florida Department of State  
DIVISION OF CORPORATIONS  
New Filings Section  
P.O. Box 6327  
Tallahassee, Florida 32314

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-09/17/97--01054--003  
\*\*\*\*122.50 \*\*\*\*122.50

RE: My Bagel Deli, Inc.

Gentlemen

Enclosed herewith please find original and one(1) copy of Articles of Incorporation and Certificate of Registered Agent for a Florida corporation for My Bagel Deli, Inc., along with a check in the amount of \$122.50, representing your costs for filing fees.

Kindly return the Certificate of Filing, along with a certified copy of the Articles of Incorporation to my office in the self-addressed stamped envelope that has been provided.

If you should have any questions concerning this matter, please do not hesitate to contact me at (954) 472-8677.

Thank you for your attention herein.

Sincerely,



Benson P. Gelin  
Agent  
768 NW 99 Circle  
Plantation, Florida 33324

Enclosures

FILED  
97 SEP 16 PM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

09-09-97

J. Nadeau 'SEP 18 1997

**ARTICLES OF INCORPORATION  
OF  
MY BAGEL DELI, INC.**

FILED  
97 SEP 16 PM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is **My Bagel Deli, Inc.**, and its principal place of business is 6190 West Oakland Park Boulevard, Sunrise, Florida 33313.

**EFFECTIVE DATE**  
09-09-97

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 768 NW 99 Circle, Plantation, Florida 33324, and the initial registered agent at this address is Benson P. Gelin.

### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one Director (1) 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 (1).

The name and address of the initial Director of this Corporation is as follows:

Benson P. Gelin  
768 NW 99 Circle  
Plantation, Florida 33324

### **ARTICLE IX - INCORPORATORS**

The name and address of the person signing these Articles is: Benson P. Gelin, 768 NW 99 Circle, Plantation, Florida 33324.

### **ARTICLE X - AMENDMENT**

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

### **ARTICLE XI - INDEMNIFICATION**


This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

### **ARTICLE XII**

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on

this 9<sup>th</sup> day of SEPTEMBER, 1997.

  
Benson P. Gelin  
Agent

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of September 1997,  
by Benson P. Gelin, who is personally known to me and who did take an oath.

  
Notary Public, State of Florida

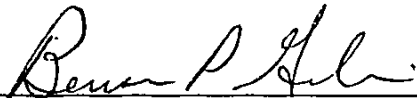
Print, type or stamp name  
OFFICIAL NOTARY SEAL  
THEODORA MARSHAK  
NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION NO. CC466460  
MY COMMISSION EXP. JUNE 2, 1999

Comm. Exp.      Serial No.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

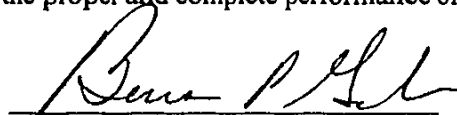
FIRST: That My Bagel Deli, Inc., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 6190 West Oakland Park Boulevard, Sunrise, Florida 33313, in the City of Sunrise, County of Broward, State of Florida, has named Benson P. Gelin, located at 768 NW 99 Circle, Plantation, Florida 33324, County of Broward, State of Florida, as its agent to accept service of process within the State of Florida.



Benson P. Gelin  
President

Sept 9, 1997  
Date

Having been named to accept service of process for the above named 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.



Benson P. Gelin  
Registered Agent

Sept. 9, 1997 EFFECTIVE DATE  
Date 09-09-97

FILED  
97 SEP 16 PM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA