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LAW OFFICES
ALFRED P. DENOWITZ, P.A.

SUITE 307

8751 WEST BROWARD BOULEVARD

PLANTATION, FLORIDA 33324

FILED

97 OCT 16 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALFRED P. DENOWITZ *
FRANCINE M. DENOWITZ

*ALSO MEMBER CONNECTICUT BAR

BROWARD (954) 472-5900
DADE (305) 949-9998

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October 15, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

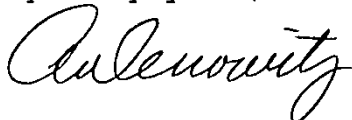
VIA FEDERAL EXPRESS DELIVERY

RE: BAGEL INDUSTRIES CORP.

Gentlemen:

Enclosed please find Articles of Incorporation of BAGEL INDUSTRIES CORP. and my trust account check in the amount of \$122.50. Please file the enclosed Articles and return a stamped copy thereof, together with the Corporate Charter, to my office at your earliest convenience.

Very truly yours,



Alfred P. Denowitz

APD/mlf
enc.

P. Hall

OCT 17 1997

ARTICLES OF INCORPORATION
OF
BAGEL INDUSTRIES CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

BAGEL INDUSTRIES CORP.

The principal place of business of this corporation shall be 10020 W. Oakland Park Boulevard, Sunrise, FL 33351.

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 aggregate number of shares that this corporation is authorized to issue is 500 shares of common stock having \$ 1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the

corporation shall be 10020 W. Oakland Park Boulevard, Sunrise, FL 33351, and the name of the initial registered agent of the corporation at that address is CLAUDIA P. ROTHMAN.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually from the date of filing of these Articles of Incorporation.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as an S corporation.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial board of directors is two. The name and address of each person who shall serve as a member of the initial board of directors is:

CLAUDIA P. ROTHMAN
10020 W. Oakland Park Blvd.
Sunrise, FL 33351

SAMUEL ROTHMAN
10020 W. Oakland Park Blvd.
Sunrise, FL 33351

ARTICLE VIII. OFFICERS

The name and address of each of the initial officers of the corporation is:

CLAUDIA P. ROTHMAN, President,
Secretary & Treasurer
10020 W. Oakland Park Blvd.
Sunrise, FL 33351

ARTICLE IX. INCORPORATORS

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

CLAUDIA P. ROTHMAN
10020 W. Oakland Park Blvd.
Sunrise, FL 33351

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97 OCT 16 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal this October 15, 1997.

Claudia P. Rothman
CLAUDIA P. ROTHMAN
Incorporator

I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

Claudia P. Rothman
CLAUDIA P. ROTHMAN
Registered Agent

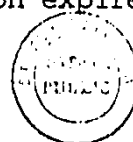
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly
qualified to take acknowledgments, personally appeared CLAUDIA P.
ROTHMAN, who is/are personally known to me or who has/have produced
his/her driver's license as identification and who executed the
foregoing instrument and acknowledged before me that they executed
the same and did take an oath.

WITNESS my hand and official seal in the County and State last
aforesaid this October 15, 1997.

Notary Public
My commission expires:



ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11-15-2011 BY 60322
No. 0000122
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