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November 10, 1997

Secretary of State
Division of Corporations
Tallahassee, Florida 32304

RE: BAGEL REST., INC.

Dear Sir or Madam;

On behalf of Clyde Edward Lloyd, enclosed please find original and one (1) copy of the Articles of Incorporation for the above referenced corporation. I am enclosing a check in the amount of \$70.00 to cover the filing fee.

Please file the attached Articles and return copy of same to the undersigned.

Thank you for your attention to the above matters.

Very truly yours,

Joseph P. Sindaco
JOSEPH P. SINDACO

JPS/dc
enclosures

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97 NOV 14 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BAGEL REST., INC.

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 REST., INC.

The principal place of business of this corporation shall be:

7212 SOUTHGATE BLVD.
NORTH LAUDERDALE, FLA. 33068

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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 7212 SOUTHGATE BLVD., NORTH LAUDERDALE, FLA.

33068, and the name of the initial resident agent of the corporation at that address is CLYDE EDWARD LLOYD.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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 pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may either increase or decrease from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The name and address of the initial Director of the Corporation is:

CLYDE EDWARD LLOYD	7212 SOUTHGATE BLVD.
	NORTH LAUDERDALE, FLA. 33068

ARTICLE VIII. SUBSCRIBER

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

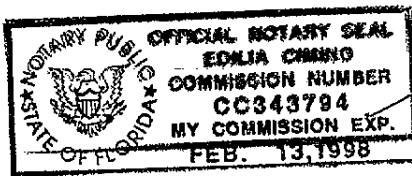
CLYDE EDWARD LLOYD	500 SHARES
7212 SOUTHGATE BLVD.	
NORTH LAUDERDALE, FLA. 33068	

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 12th day of November, 1997.

Clyde Edward Lloyd
CLYDE EDWARD LLOYD

STATE OF FLORIDA]
] ss
COUNTY OF BROWARD]

The foregoing instrument was acknowledged before me this
12th day of November 1997, by CLYDE EDWARD LLOYD.



Edilia Chino
NOTARY PUBLIC
My commission expires:

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

Clyde Edward Lloyd
CLYDE EDWARD LLOYD
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA