

4
78000017101

Charter Number Only

FILED
98 FEB 23 AM 10: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/20/98

Alan Hecht

Requestor's Name

2670 NE 215 st

Address

Miami FL 33180

City

State

ZIP

Phone

305) 933-1441

VALIDATION ONLY

700002437217--2

-02/23/98--01003--010

****122.50 ****122.50

CORPORATION(S) NAME

North Miami Bagels, INC.

RECEIVED
90 FEB 23 AM 9: 13
DIVISION OF CORPORATION


Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk in
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Pick Up
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

certified copy

K. No. FEB 23 1998

**ARTICLES OF INCORPORATION
FOR
NORTH MIAMI BAGELS, INC.**

FILED
98 FEB 23 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person, does hereby form a corporation under the Florida General Corporation Act, and other laws of the State of Florida.

ARTICLE ONE

The name of the Corporation is **NORTH MIAMI BAGELS, INC.**

ARTICLE TWO

Subject to the laws of the State of Florida regarding Corporations, the Corporation may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a Corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock having a par value of \$.01 per share.

ARTICLE FOUR

The existence of the Corporation shall be perpetual.

ARTICLE FIVE

The street address of the principal office of the Corporation is 21150 Point Place, Apt. 806, Aventura, Florida 33180, and the street address of the Corporation's initial registered office is 2670 N. E. 215th Street, Miami, Florida 33180, and the initial Registered Agent at that address is Alan R. Hecht.

Prepared by: Alan R. Hecht, Esq., 2670 N.E. 215 St., Miami, FL 33180, (305) 933-1441, FI Bar #186813

ARTICLE SIX

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one nor more than seven.

ARTICLE SEVEN

The name and street address of the sole member of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until such person's successor is elected and has qualified is:

NAME	ADDRESS
Melvin Goldman	21150 Point Place, Apt. 806 Aventura, Florida 33180

ARTICLE EIGHT

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE NINE

A Director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve any such director, personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE TEN

The name and street address of the person signing these articles is:

NAME	ADDRESS
Melvin Goldman	21150 Point Place, Apt. 806 Aventura, Florida 33180

ARTICLE ELEVEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE TWELVE

The initial By-Laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

ARTICLE THIRTEEN

Each Shareholder of the Corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares, which may be issued at any time by the Corporation.

EXECUTED at Miami, Dade County, Florida, this 19 day of February, 1998.

Melvin Goldman

MELVIN GOLDMAN
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19 day of February, 1998, by **MELVIN GOLDMAN**, who is personally known to me as the person described in and who executed the foregoing or who has produced _____ as identification, and who did , did not , take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Aventura, Florida, the day and year first written above.

Alan R. Hecht

Alan R. Hecht
(Printed Name of Notary)

Serial Number of Notary Public, State of Florida
My Commission Expires

OFFICIAL NOTARY SEAL ALAN R. HECHT NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC458547 MY COMMISSION EXP. MAY 21, 1999

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

NORTH MIAMI BAGELS, INC., desiring to organize under the laws of the State of Florida, hereby designates Alan R. Hecht, as it's Registered Agent and 2670 N.E. 215th Street, Miami, Florida 33180 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.



Alan R. Hecht
(REGISTERED AGENT)

FILED
98 FEB 23 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA