

**Michael A. Shapiro**

Law Offices

*98000025690*

From

**Irwin S. Gars**

Of Counsel

March 16, 1998  
Via United Parcel Service

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32314

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-03/17/98--01054--019  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

**RE: Time Square Bagels, Inc.**

To whom it may concern:

Enclosed please find two (2) originals of the Articles of Incorporation for the above-captioned corporation, along with a check in the amount of One Hundred Twenty Two and 50/100ths Dollars (\$122.50) for the filing fee.

Please forward the undersigned a certified copy of the Articles of Incorporation in the self addressed, stamped envelope which has been enclosed for your convenience. If you have any questions regarding the enclosed, please call the undersigned *COLLECT* prior to returning any documents.

Thank you.

Sincerely yours,

*Irwin S. Gars*

Irwin S. Gars

Enclosure  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 17 AM 9:39

# Articles of Incorporation of Time Square Bagels, Inc.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
90 MAR 17 AM 9:39

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

## ARTICLE I - NAME

The name of this Corporation is *Time Square Bagels, Inc.*

## ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

## ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) shares of Ten Dollars (\$10.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

## ARTICLE IV - 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 V - TERM

This Corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

## ARTICLE VI - INCORPORATOR AND PRINCIPAL OFFICE ADDRESS

The name and address of the initial incorporator and subscriber hereto is IRWIN S. GARS,  
3225 Aviation Avenue, Suite 700, Coconut Grove, Lauderdale, Florida 33133.

The principal address and the principal office address of the Corporation is 2480 West 82nd Street, Unit 5, Hialeah, Florida 33016

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

There shall be at least one (1) member of the Board of Directors of the Corporation. The names and addresses of the parties which are to serve as Director(s) until the next election are as follows:

LEON ATKIND — 2200 S. Ocean Drive, #2110, Ft. Lauderdale, Florida 33316

ARTHUR LIPNER — 820 NE 73rd Street, Miami, Florida 33137

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the Officers of the Corporation. The Officers of the Corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the Corporation.

#### **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation and name of the initial registered agent of this Corporation is: ARTHUR LIPNER, 2480 West 82nd Street, Unit 5, Hialeah, Florida 33016.

#### **ARTICLE IX - OFFICERS**

The duties of the Officers of the Corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the Corporation until the next election are as follows:

ARTHUR LIPNER      President, 820 NE 73rd Street, Miami, Florida 33137

PETER DEPHILLIPIS      Vice President, 2480 West 82nd Street, Unit 5, Hialeah, Florida 33016

LEON ATKIND      Secretary/Treasurer, 2200 S. Ocean Dr., #2110, Ft. Lauderdale, FL 33316

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 17th day of February, 1998.

  
\_\_\_\_\_  
IRWIN S. GARS, Subscriber

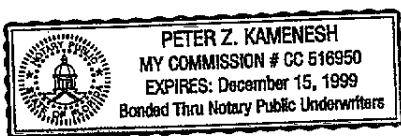
STATE OF FLORIDA

COUNTY OF DADE

SS:

**PERSONALLY APPEARED** before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared IRWIN S. GARS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of February, 1998.



*[Signature]*  
NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: \_\_\_\_\_

Commission Expiration Stamp, Number and Date and/or Seal: \_\_\_\_\_

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

*[Signature]*  
ARTHUR LIPNER, Registered Agent

DATED: 3/5/98

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SECRETARY OF STATE  
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