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transmittal letter

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300002509393--8  
-05/04/98-01052-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: L.V.B. BAGEL, INC

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\_\_\_\_\_ \$70.00  
Filing Fee

X \$78.75  
Filing Fee  
& Certificate

\_\_\_\_\_ \$122.50  
Filing Fee  
& certified Copy

\_\_\_\_\_ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM:

BE LEGAL  
Name (printed or typed)

824 N. Mills Ave.  
Address

Orlando, FL 32803  
City, State, & Zip

(407) 898-5430  
Daytime Telephone Number

98 MAY -4 PM 4:03  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

9

ARTICLES OF INCORPORATION  
OF  
L.V.B. BAGEL, INC.

**FILED**  
98 MAY -4 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The Undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida; and further do agree to the following conditions of said Corporation:

**ARTICLE I :**

The name of this Corporation shall be:

L.V.B. BAGEL, INC.

and its business shall be carried on in Orange County, Florida and also within and without the State of Florida, and in the United States of America and foreign countries as may from time to time be deemed desirable or expedient.

**ARTICLE II : NATURE OF BUSINESS.**

The general nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1. The nature of the business and the objects and purposes to be transacted, promoted or carried on by the Corporation are to engage in any lawful act or activity for which corporations may be organized, under the Corporation Act of the State of Florida.

2. To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.

3. To buy, sell, manufacture, repair, alter and exchange, let or hire, export or deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.

4. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### **ARTICLE III : CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be 100 shares no par value common stock.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the Incorporates or by the Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going businesses may be

purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis for such consideration and the issuance of so much of the capital stock as the Directors of the Company may decide.

#### **ARTICLE IV: INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business is One Thousand (\$1,000.00) Dollars.

#### **ARTICLE V: TERMS OF EXISTENCE**

This Corporation shall have perpetual existence unless dissolved by action of law or by vote of the stockholders.

#### **ARTICLE VI: ADDRESS**

This initial post office address of this Corporation in the State of Florida is:

12185 S. APOPKA VINELAND RD.  
ORLANDO, FL 32836

#### **ARTICLE VII: DIRECTORS**

This Corporation shall have not less than One Director, who need not be stockholder. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the by-laws hereof **L.V.B. BAGEL, INC.** but at no time shall there be a number less than one(1).

**ARTICLE VIII:**

The names and post office addresses of the First Board of Directors and Officers of this Corporation are as follows:

**President:** Elvira P. Manuel  
12185 S. Apopka Vineland Rd.  
Orlando, FL 32836.

**Vice-President:** Elvira P. Manuel  
12185 S. Apopka Vineland Rd.  
Orlando, FL 32836.

**Treasure:** Elvira P. Manuel  
12185 S. Apopka Vineland Rd.  
Orlando, FL 32836.

**Secretary:** Elvira P. Manuel  
12185 S. Apopka Vineland Rd.  
Orlando, FL 32836.

**Director(s):** Elvira P. Manuel  
12185 S. Apopka Vineland Rd.  
Orlando, FL 32836.

**ARTICLE IX: SUBSCRIBERS**

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the Value of the consideration paid therefor are as follows:

Name.	Address	No. of shares Paid.
Elvira P. Manuel	12185 S. Apopka Vineland Rd. Orlando, FL 32836.	100

## ARTICLES X : AMENDMENT

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 stockholders, and approved at a stockholder's meeting by a majority of the voting shares.

## ARTICLE XI: POWERS OF THE BOARD OF DIRECTORS.

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the by-laws of the Corporation.

2. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon the property, and franchises of this Corporation.

3. If the by-laws so provide, to designate by resolution two or more of their number to constitute an Executive Committee, which Committee, to the extent provided in the resolution or in the by-laws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business, affairs and property of the Corporation, during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

## ARTICLE XII: RESTRICTIONS ON STOCK TRANSFERS

The restrictions upon the transfer of shares of stock of any class are as follows:

Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it to the corporation through the Board of Directors in the following manner:

He shall notify the Directors of his desire to sell or transfer by notice in writing which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer or by notice to him in writing name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrators shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

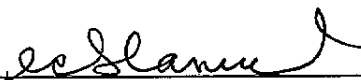
After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to

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

In compliance with Chapter 48.091, Florida Statutes,  
the following is submitted in compliance with said Act:

That Elvira P. Manuel, desiring to organize under the  
laws of the State of Florida, with its principal place of  
business as indicated in the Articles of Incorporation, at  
the City of Orlando, County of Orange, State of Florida,  
has named Elvira P. Manuel located at 12185 S. Apopka  
Vineland Rd. Orlando, FL 32836, as its agent to accept  
service of process within Florida.

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 I  
further agree to comply with the provisions of all Statutes  
relative to the proper and complete performance of my  
duties.

  
\_\_\_\_\_  
Elvira P. Manuel  
12185 S. Apopka Vineland Rd.  
Orlando, FL 32836.

Dated: April 29, 1998 at Orlando, Florida




dispose of the same in the manner he may see fit. No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

**ARTICLE XIII: INITIAL REGISTERED OFFICE AND AGENT**

The initial Registered Office and Registered Agent of the Corporation is:

Elvira P. Manuel  
12185 S. Apopka Vineland Rd.  
Orlando, FL 32836.

IN WITNESS WHEREOF, we hereunto set our hand(s) and seal this 19th day of February, 1998.



Elvira P. Manuel  
12185 S. Apopka Vineland Rd.  
Orlando, FL 32836.

**FILED**  
98 MAY -4 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA