

P98000041306



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 806674 81067A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 AM 10:41

ORDER DATE : May 5, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 806674-005

CUSTOMER NO: 81067A

CUSTOMER: George P. Langford, Esq
GEORGE P. LANGFORD, ESQ

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-05/05/98--01083--001
*****70.00 *****70.00

3357 Tamiami Trail, North

Naples, FL 33940

DOMESTIC FILING

NAME: ~~BAGEL CITY OF S.W. FLORIDA,~~
~~INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

2544
W98-10098

RECEIVED
98 MAY -5 AM 11:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

5/7/98



FLORIDA DEPARTMENT OF STATE 98 MAY -7 AM 9:54
Sandra B. Mortham
Secretary of State DIVISION OF CORPORATION

May 6, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BAGEL CITY OF S.W. FLORIDA, INC.
Ref. Number: W98000010098

RESUBMIT
Please give original
submission date as file date.

We have received your document for BAGEL CITY OF S.W. FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 998A00024955

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DIVISION OF CORPORATIONS
98 MAY -5 AM 10:41



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 AM 10:41

May 5, 1998

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1201 HAYS STREET
TALLAHASSEE, FL 32301

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Claretha Golden
Document Specialist

Letter Number: 498A00024635

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98 MAY -6 AM 11:25
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

B.C. OF S.W. FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 AM 10:41

The undersigned does (do) hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does (do) hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

The nature of the business and objects and purposes to be transacted and carried on by this corporation are to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer or officers, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of this corporation, or in which this corporation is interested and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may in anywise be interested.

ARTICLE II

The name of the corporation shall be: B.C. OF S.W. FLORIDA, INC.

ARTICLE III

The authorized capital stock of this corporation is 1,000 shares, with a no par value.

ARTICLE IV

The corporation shall come into existence on filing of these Articles with the Secretary of

State of the State of Florida, and shall continue perpetually unless sooner dissolved by law.

ARTICLE V

The corporation shall begin business with a capital of not less than **Five Hundred Dollars (\$500.00)**.

ARTICLE VI

The principal place of business of this corporation shall be: **8949 Tamiami Trail north, Naples, Florida 34108.**

ARTICLE VII

The business of the corporation shall be managed and conducted by either the stockholders or a Board of Directors of not less than one (1) nor more than three (3) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors shall be composed of one (1) directors, and the name and address of the initial director is **KATHLEEN CAREY RUSCITO, 2338 Immokalee Road, Naples, Florida 34110.**

ARTICLE VIII

The street address of the initial registered office of this corporation is: **3357 Tamiami Trail North, Naples, Florida 34103** the name and address of the initial registered agent of this corporation is: **George P. Langford, 3357 Tamiami Trail North, Naples, Florida 34103.**

ARTICLE IX

The name and address of the person forming this corporation is: **KATHLEEN CAREY RUSCITO, 2338 Immokalee Road, Naples, Florida 34110.**

ARTICLE X

The annual meeting of the stockholders shall be held at the office of the corporation on the first Tuesday of May of each and every year. The executive officers of this corporation shall be a President, a Secretary, and at the option of the directors, one or more Vice-Presidents. The office of any two or more may be held by the same person. Such executive officers shall be elected by the stockholders at each annual meeting as aforesaid. The directors shall have the power to fill any vacancy in any office.

ARTICLE XI

The first meeting of the incorporator, directors and stockholders for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this
4th day of May, 1998.

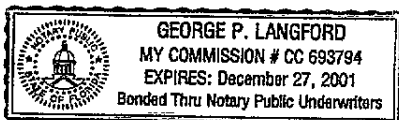
KATHLEEN CAREY RUSCITO,

Kathleen Carey Ruscito
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared KATHLEEN CAREY RUSCITO, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same. KATHLEEN CAREY RUSCITO is personally known to me.

WITNESS my hand and official seal at Naples, said State of Florida and County of Collier this 4th day of May, 1998.



George P. Langford
Notary Public

George P. Langford

(Printed Name of Notary)


My commission expires:
(Notary Seal)

**CERTIFICATE OF PLACE OF BUSINESS
AND DESIGNATION OF RESIDENT AGENT OF
B.C. OF S.W. FLORIDA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 AM 10:42

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

That B.C. OF S.W. FLORIDA, INC., desiring to organize under the laws of the **State of Florida**, with its principal place of business as indicated in the Articles of Incorporation located in **Naples**, County of **Collier**, State of **Florida**, has named George P. Langford, whose address is 3357 Tamiami Trail North, Naples, Florida 34103, as its agent to accept service of process in this State, and designates said address as the Registered Office.


**KATHLEEN CAREY RUSCITO,
INCORPORATOR**

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 to comply with the provisions of said act relative to keeping said office open.


**George P. Langford
Registered Agent**