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May 24, 1999

Office of the Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

700002889287--8
-06/22/99--01003--003
*****10.00 *****10.00

Re: **BAGEL CITY OF S.W. FLORIDA, INC., a Florida Corporation**

Ladies/Gentlemen:

Enclosed please find the original and one copy of "Certificate of Amendment to Articles of Incorporation of Bagel City of S.W. Florida, Inc., a Florida Corporation" for filing. Also enclosed please find this firm's check in the amount of \$25.00 for the filing fee.

Please return a file-stamped copy of the amendment to this office in the enclosed prepaid envelope. Thank you for your attention to this matter.

Sincerely yours,

Danielle C. Marczak
Danielle C. Marczak
Legal Assistant to George P. Langford

enclosures

700002889287--8
-05/28/99--01039--013
*****25.00 *****25.00

P9800 0041306
Amend
Hox
6-18-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 9, 1999

DANIELLE MARCZAK
3357 TAMIAMI TRAIL NORTH
NAPLES, FL 34103-4165

SUBJECT: BAGEL CITY OF S.W. FLORIDA, INC.
Ref. Number: P98000041306

We have received your document for BAGEL CITY OF S.W. FLORIDA, INC. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return 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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 299A00031115

enclosed please find additional funds to file the amended articles

*Thank you
Danielle C. Zf*

RECEIVED
99 JUN 16 PM 12:09
DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT TO ARTICLES OF
INCORPORATION OF
BAGEL CITY OF S.W. FLORIDA, INC., a Florida Corporation**

BAGEL CITY OF S.W. FLORIDA, INC., a Florida Corporation, for profit, under its corporate seal and hand of its president, KATHLEEN CAREY RUSCITO, hereby certifies:

That by duly adopted resolution by unanimous consent of all of the Stockholders entitles to vote at a special meeting called and held on the 19th day of May, 1999, **ARTICLE III** of the Articles of Incorporation of the corporation was amended to read as follows:

ARTICLE III

The authorized capital stock of this corporation shall be:

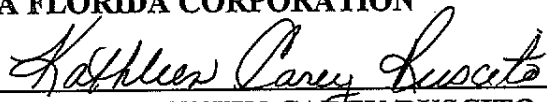
- a. 1000 shares of Class A common stock with no par value, and the previously authorized 1,000 shares of the company are converted to Class A shares; and
- b. 1,000 m 0 shares of Class B common stock with no par value. The Class A common stock shall not have voting rights.

Both classes of common stock shall share equally in dividend and liquidation rights.

Except as specifically and expressly amended hereby, the Articles of Incorporation continue as previously filed.


IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to Articles of Incorporation to be signed in its name by its President and its corporate seal to be affixed hereto and attested by its secretary this 19th day of May, 1999.

**BAGEL CITY OF S.W. FLORIDA, INC.,
A FLORIDA CORPORATION**



By: KATHLEEN CAREY RUSCITO
Its: President

(Corporate seal)


By: KATHLEEN CAREY RUSCITO
Its: SECRETARY

FILED
99 JUN 18 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

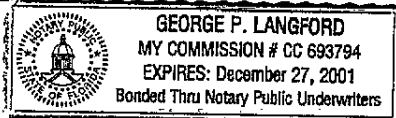
STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this day, before, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **KATHLEEN CAREY RUSCITO**, well known to me to be the President and Secretary **BAGEL CITY OF S.W. FLORIDA, INC.**, a Florida Corporation, the corporation named in the foregoing **Certificate of Amendment to Articles of Incorporation**, and she acknowledges executing the same by authority duly invested in her in said corporation, and that the seal affixed is the true corporate seal of the corporation.

WITNESS my hand and seal in said State and County this 19th day of May, 1999.

My Commission Expires:

(SEAL)




NOTARY PUBLIC

Print Name of Notary