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KRASNY AND DETTMER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

THE RIVERFRONT BUILDING
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MELBOURNE, FLORIDA 32902-0428
TELEPHONE (407) 723-5646
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MIKE KRASNY
DALE A. DETTMER
SCOTT KRASNY

FILED
98 MAY 15 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*BOARD CERTIFIED IN TAXATION

May 7, 1998

Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, FL 32301

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****122.50 ****122.50

Gentlemen:

Re: Kronberg Bagel Company

We enclose original and copy of Articles of Incorporation for the above business. Our check in the amount of \$122.50 for filing fees is enclosed. Please return Certificate to this office.

Thank you.

Very truly yours,


Mike Krasny

MK/js
Enc.

F. CHESSE

MAY 19 1998

ARTICLES OF INCORPORATION
OF
KRONBERG BAGEL COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the State of Florida.

ARTICLE I
Name

The name of this Corporation is KRONBERG BAGEL COMPANY.

ARTICLE II
Term of Existence

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III
Purpose

This corporation is authorized to engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, Five thousand shares of common voting stock, and Five Thousand (5,000) shares of common non-voting stock.

ARTICLE V
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 2096 Macadamia Street, St. James City, FL and the name of the initial registered agent of this Corporation at that address is C. John Kronberg. The initial address of the Corporation is 5 Del Prado Blvd., Cape Coral, FL.

ARTICLE VII
Board of Directors

The initial Board of Directors shall consist of two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

C. John Kronberg
2096 Macadamia Street
St. James City, FL 33956

Christopher J. Kronberg
5 Del Prado
Cape Coral, FL 33915

ARTICLE VIII
Incorporator

The name and address of the initial incorporator is as follows: C. John Kronberg, 2096 Macadamia Street, St. James City, FL, 33956.

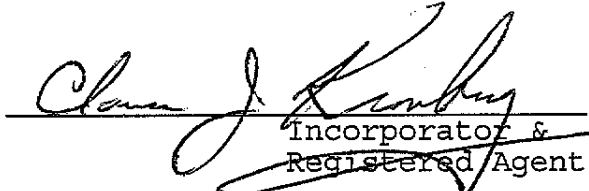
ARTICLE IX
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

ARTICLE X
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 4th day of ~~April~~ MAY, 1998.



Incorporator &
Registered Agent (Seal)

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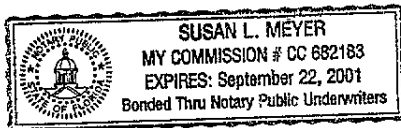
STATE OF FLORIDA
COUNTY OF

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared C. John Kronberg, and personally known by me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 4th day of May, 1998.

Susan L Meyer
Notary Public
Print Name: Susan L Meyer

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA