

ATTORNEY AT LAW

JAMES C. BARTH

May 21, 1998

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P98000048226

Florida Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, FL 32314

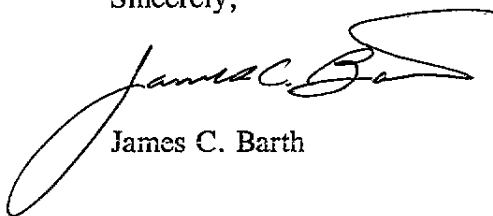
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-05/25/98--01079--017
****122.50 ****122.50

RE: Beach Bagels, Inc.

To Whom It May Concern:

Enclosed are the original Articles of Incorporation for Beach Bagels, Inc., together with my acceptance as Registered Agent. Also enclosed is a check in the amount of \$122.50 to cover the costs of incorporation. Feel free to call me if you have any questions.

Sincerely,


James C. Barth

JCB:cab

Enclosures

APPROVED
AND
FILED
98 MAY 26 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 20 1998

ARTICLES OF INCORPORATION

OF

BEACH BAGELS, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Beach Bagels, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in wholesale and retail production and sale of bagels and delicatessen items and/or any business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have authority to issue One Hundred (100) shares of common stock, all of one class, One Dollar (\$1.00) par value.

ARTICLE V

The address of its principal office is 215 Misty Court, Destin, Florida 32541.

ARTICLE VI

The address of its initial Registered Office is 30 South Shore Drive, Destin, Florida 32541, and the name of its initial Registered Agent at said address is James C. Barth.

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TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.


JAMES C. BARTH

ARTICLE VII

The number of directors constituting its initial Board of Directors is two, whose names and addresses are:

Peggy P. Brockman 215 Misty Court
Destin, FL 32541

William H. Brockman 215 Misty Court
Destin, FL 32541

ARTICLE VIII

The name and address of the incorporators are:

Peggy P. Brockman 215 Misty Court
Destin, FL 32541

William H. Brockman 215 Misty Court
Destin, FL 32541

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The undersigned incorporators have executed these Articles of Incorporation this 21st day of May, 1998.


PEGGY P. BROCKMAN
Incorporator


WILLIAM H. BROCKMAN
Incorporator