LAW OFFICE OF DECARLO & KNOERR, P.A.

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May 23, 2000

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

Re: Articles of Dissolution BAGELS & SUBS, INC.

Dear Sir/Madam:

Enclosed please find original and copy of the Articles of Dissolution for Bagels & Subs, Inc., together with our check in the amount of \$43.75 representing the filing and certified copy fees in this matter.

Please furnish this office with one certified copy of the Articles of Dissolution at your earliest possible convenience.

If you have any questions regarding the above, please contact this office immediately.

Very truly yours,

DeCARLC & KNOERR, P.A.

Terry O'Connor Legal Assistant

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Encs.

cc: Arthur W.Gundling, P.A.

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FILED

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TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

OF

BAGELS & SUBS, INC.

Pursuant to Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution:

- 1. The name of the corporation is BAGELS & SUBS, INC. It was incorporated on July 27, 1998 and assigned document number P98000066589.
- 2. The shareholders of the company approved the dissolution of the company on April 17, 2000.
- 3. The number of votes cast by the shareholders was sufficient for approval.

DATED: April 17, 2000

BAGELS & SUBS, INC., a Florida corporation,

pv.

President