

P98000078/42

Zamel Abou
1050 Northwest 1st Avenue, Bay Number 30
Boca Raton, Florida 33432

98 SEP -4 AM 10: 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 1, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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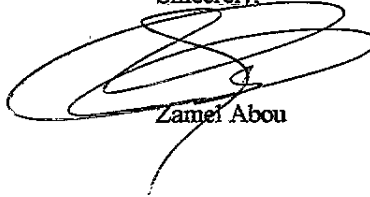
Re: Mir Subs & Bagels, Inc.

Dear Sir or Madam:

Enclosed are an original and a copy of the articles of incorporation together with a check for \$70.00 with regard to the formation of the above-referenced Profit Corporation. Please take the necessary action to form this corporation in accordance with Chapter 607 of the Florida Statutes.

Please return a receipt and the appropriate papers to show that the corporation was formed in the attached, self addressed envelope.

Sincerely,



Zamel Abou

P. Hall

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ARTICLES OF INCORPORATION

FOR

MIR SUBS & BAGELS, INC.

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98 SEP -4 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

MIR SUBS & BAGELS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1050 Northwest 1st Avenue, Bay Number 30
Boca Raton, Florida 33432

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

1,000,000 Shares of Common Stock

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

Gary J. Drucker, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Zamel Abou
1050 Northwest 1st Avenue, Bay Number 30
Boca Raton, Florida 33432

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have one (1) director, initially. The names and addresses of the initial member of the Board of Directors are:

Zamel Abou
1050 Northwest 1st Avenue, Bay Number 30
Boca Raton, Florida 33432

Elias Moutsopoulos
9528 Lake Serena Drive
Boca Raton, Florida 33496

ARTICLE VIII. OFFICERS

This corporation shall have two (2) officers initially. The names, addresses and positions of the initial officers are:

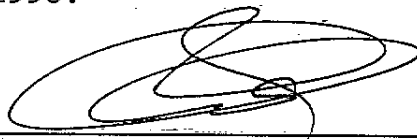
Zamel Abou, President and Treasurer
1050 Northwest 1st Avenue, Bay Number 30
Boca Raton, Florida 33432

Elias Moutsopoulos, Vice President and Secretary
9528 Lake Serena Drive
Boca Raton, Florida 33496

ARTICLE IX. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

The undersigned has executed these Articles of Incorporation this 1 day of September, 1998.

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the end, positioned above a horizontal line.

Zamel Abou , Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

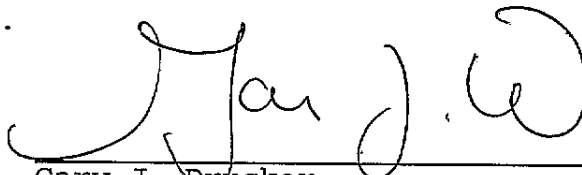
Pursuant to the provisions of section 607.0501 of the Florida Statutes, the corporation, **MIR SUBS & BAGELS, INC.**, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Gary J. Drucker
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 1, 1998.



Gary J. Drucker

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA