

JOE M. GONZALEZ, P. A.
ATTORNEY AT LAW

November 24, 1998

FILED - STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 9:07

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Tampa Bagel & Cafe, Inc.

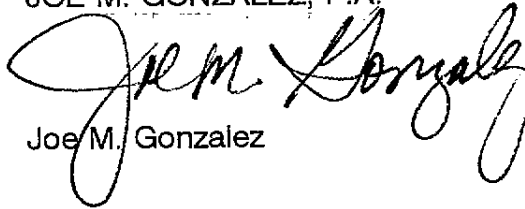
Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation regarding **Tampa Bagel & Cafe, Inc.**, for filing with the Secretary of State. Also enclosed is a check for One Hundred Twenty-Two and 50/100 (\$122.50) for the filing fee.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,

JOE M. GONZALEZ, P.A.


Joe M. Gonzalez

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****122.50 *****78.75

JMG:ba
Enclosure

**ARTICLES OF INCORPORATION
OF
TAMPA BAGEL & CAFE, INC.**

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The undersigned, incorporator, to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be TAMPA BAGEL & CAFE, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares all of which shall be voting common stock of the par value of One (\$1.00) Dollar.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this corporation at a regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business will not be less than Five Hundred Dollars (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office and principal location of this corporation is:

304 South Willow Avenue
Tampa, Florida 33606

The name of the initial registered agent of this corporation at the address listed above is Joe M. Gonzalez, Esquire.

ARTICLE VII - DIRECTORS

This corporation shall have one director 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 initial officers of this corporation are as follows:

President: Angel Morales

Secretary: Angel Morales

Treasurer: Angel Morales

The name and address of the person signing these Articles of Incorporation is as follows:

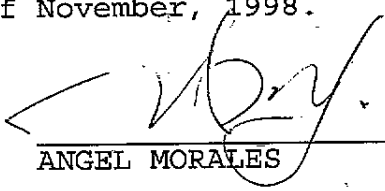
Angel Morales
304 South Willow Avenue
Tampa, Florida 33606

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Angel Morales
304 South Willow Avenue
Tampa, Florida 33606

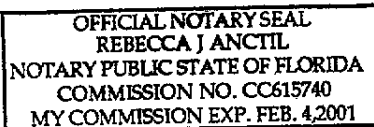
IN WITNESS WHEREOF the incorporator has hereunto set his hand and seal, this 23rd day of November, 1998.


ANGEL MORALES

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby Certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ANGEL MORALES, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person(s): FLORIDA DRIVER'S License m642-012-71-208-0 and that an oath was taken.

NOT
Witness my hand and official seal in the County and State last aforesaid this 23rd day of November, A.D., 1998.




NOTARY SIGNATURE

Rebecca J. Ancil
PRINT NOTARY SIGNATURE

Notary Rubber Stamp Seal

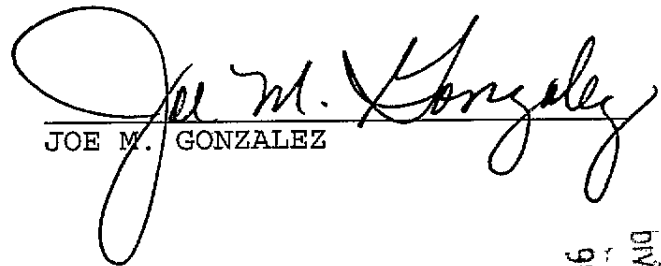
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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DIVISION OF CORPORATIONS
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In pursuance of Chapter 616.023, Florida Statutes, the following is submitted in compliance with said act:

That TAMPA BAGEL & CAFE, INC. is desiring to organize under the laws of the State of Florida as a corporation with its principal office, as indicated in its Articles of Incorporation, that TAMPA BAGEL & CAFE, INC. has named Joe M. Gonzalez, Esquire as agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and to comply with the provisions of said act relative to keeping open said office.


JOE M. GONZALEZ

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