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Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

500002727625--7  
-12/31/98--01038--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Subject: Incorporation of Theo's Deli & Bagels, Inc.  
Please Incorporate in January, 1999

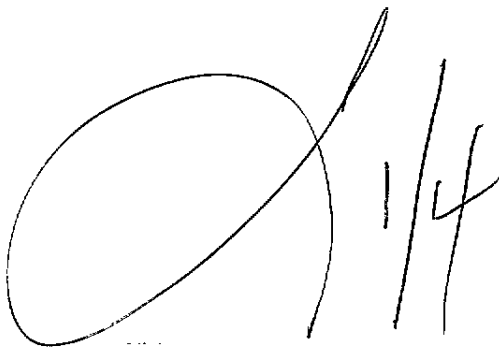
Date: December 28, 1998

EFFECTIVE DATE  
1-1-99

Enclosed is an original and one (1) copy of the articles of incorporation for Theo's Deli & Bagels, Inc. and a check for \$70.00 for filings fees. Please return one stamped copy of the articles to the following:

Sandra Kritch  
First American Financial Services, Inc.  
26340 US 19 N  
Clearwater, Florida 33716  
727- 726-5529

FILED  
98 DEC 31 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



## ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

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TALLAHASSEE FLORIDA

### ARTICLE ONE

The Corporate name is **Theo's Deli & Bagels, Inc.**

### ARTICLE TWO

EFFECTIVE DATE  
1-1-99

#### Duration

The duration of the Corporation is perpetual.  
EFFECTIVE - JANUARY 1, 1999.

### ARTICLE THREE

#### Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

### ARTICLE FOUR

#### Capital Stock

The aggregate number of shares which the Corporation has authority to issue is (1000) all of which shall be common shares with a par value of One Dollar.

## ARTICLE FIVE

### Registered-Office

The street address of the initial registered office of the Corporation is 689 Cental  
Avenue St. Petersburg, Florida 33701  
and the name of the initial Registered Agent at such address is Steven H. Nagel Jr.

## ARTICLE SIX

### Directors

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

## ARTICLE SEVEN

### Incorporators

The name and address of the Incorporator is:

Joseph M.. Kritch  
First American Financial Services, Inc  
26340 US 19 N  
Clearwater, Florida 33761

Incorporator: Joseph M. Kritch

Date: 12-28-98

## CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act that Theo's Deli & Bagels, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business at 689 Central Ave St. Petersburg, Florida 33701 Named Steven H. Nagel Jr. located at 689 Central Ave. St. Petersburg, Florida 33701 its agent to accept service of process within Florida.

## ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 28<sup>th</sup> day of December, 1998

  
\_\_\_\_\_  
Registered Agent

**FILED**  
98 DEC 31 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA