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January 14, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

400002746214--8

-01/19/99-01092-015

****122.50 *****78.75

Re: THE HEALTHY BAGEL COMPANY, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	\$ 35.00

\$ 122.50

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Respectfully yours,

David M. Andrews

DMA:dds
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 19 PM 1:21

ARTICLES OF INCORPORATION
OF
THE HEALTHY BAGEL COMPANY, INC.

FILED STATE
SECRETARY OF CORPORATIONS
99 JAN 19 PM 1:24

THE UNDERSIGNED, FRANK PACIFICO hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is THE HEALTHY BAGEL COMPANY, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents(10¢) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 1074 Winterhawk Drive, St. Augustine, FL 32086 and the name of the initial registered agent of this Corporation at the registered address is: **FRANK PACIFICO**.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
FRANK PACIFICO	President	1074 Winterhawk Drive, St. Augustine, FL 32086

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
FRANK PACIFICO	1074 Winterhawk Drive, St. Augustine, FL 32086

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands
and seals this 12th day of JANUARY, 1999.

Frank Pacifico
FRANK PACIFICO

FLP 912-260443480

STATE OF FLORIDA

COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 12
day of January, 1999, by **FRANK PACIFICO**, who is personally
known to me or who produced FOL as
identification, and who did/did not take an oath.

Lieta Dee Brown
Notary Public

(SEAL)

Printed Name of Notary: _____

Commission Expires: _____



LIETA DEE BROWN
COMMISSION # CC 701152
EXPIRES DEC 8, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT THE HEALTHY BAGEL COMPANY, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF
ST. JOHN'S, STATE OF FLORIDA, HAS NAMED **FRANK PACIFICO**, LOCATED AT
1074 WINTERHAWK DRIVE, ST. AUGUSTINE, FL 32086, OF THE CITY OF ST.
AUGUSTINE, COUNTY OF ST. JOHN'S, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

FRANK PACIFICO

Signature: _____

(Corporate Officer)

Title: _____

Date: _____

Frank Pacifico
President
1/12/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 19 PM 1:21

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 I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature: _____

Resident Agent - **FRANK PACIFICO**

Date: _____

Frank Pacifico
1/12/99