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ATTORNEY AT LAW

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DMA:dds Enclosures ST. AUGUSTINE, FL 32085

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January 14	, 1999	<del>-</del>
Corporate Records Bureau Division of Corporations Department of State 409 E. Gaines Street P. O. Box 6327 Tallahassee, Florida 32301	-81	32746214 1/19/9901092015 ***122.50 ******78.
Re: THE HEALTHY BAGEL COMPANY, INC.	-	
Dear Sirs:		_
Enclosed herewith are proposed Articles reference to the captioned corporation. Also in the amount of \$122.50 to cover the following	enclosed	rporation in is our check
Filing Fee \$ 35 Certified Copy of Charter \$ 52 Resident Agent Fee \$ 35	.50	
\$ 122	.50	
If the Articles of Incorporation meet wi will appreciate your executing and sending to Certificate of Incorporation.	th your a	approval, we ndersigned a
Respect ful MML David M. A		DIVISION O

FILED
SECRETARY OF STATE
AISTON OF CORPORATIONS

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#### ARTICLES OF INCORPORATION

<u>OF</u>

### THE HEALTHY BAGEL COMPANY, INC.

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.

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#### 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:

NAME TITLE ADDRESS

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:

NAME OF SUBSCRIBER ADDRESS

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 /2 day of JANUARY , 1999.
FRANK PACIFICO FLP \$ 12-260-44-34
STATE OF FLORIDA
COUNTY OF ST. JOHNS
the foregoing instrument was acknowledged before me this /2  day of, 1999, by FRANK PACIFICO, who is personally known to me or who produced as
identification, and who did/did not take an oath.
Notary Public  Printed Name of Notary:  Commission Expires:  LIETA DEE BROWN COMMISSION # CC 701152 EXPIRES DEC 8, 2001 BONDED THRU 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.

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F	RANK PACIFICO		99	SE(
Signature:	Front Paris	lur	JAN IS	器器
_	(Corporate Officer)	-	P	POR S
Title:	_ frisident		**	_ <del>_</del> ₹
Date:	1/12/99	<u>-</u>	21	TIONS TIONS

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.

ORMANCE OF MY	DUTIES.
Signature:	
	Resident Agent - FRANK PACIFICO
Date:	1/12/97