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R. Bruce Cranmer, P.A.

ATTORNEY AT LAW

COLONIAL PLACE
SUITE 214
1515 UNIVERSITY DRIVE
CORAL SPRINGS, FLORIDA 33071

TELEPHONE: (954) 755-0250
TELEFAX: (954) 755-6154

March 9, 1999

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

Re: BAGEL BIN, INC.

800002804298--6
-03/12/99--01076--002
****122.50 *****78.75

Dear Sir:

I enclose herewith the original and one copy of the Articles of Incorporation with referenced to the above-referenced proposed corporation, to wit: BAGEL BIN, INC. Accordingly, please file this corporation and return one conformed copy of the Articles of Incorporation to my office in the envelope provided. I enclose my client's check for \$122.50 which represents the filing fees incurred herein.

Should you have any questions in this matter, please do not hesitate to contact my office.

Sincerely,


R. BRUCE CRANMER

RBC/mab

Enclosures

FILED
99 MAR 12 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CS
3-8-99
5

ARTICLES OF INCORPORATION

OF

BAGEL BIN, INC.

FILED
99 MAR 12 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be:

BAGEL BIN, INC.

The corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2444 University Drive, Coral Springs, Florida 33065

ARTICLE III - CAPITAL STOCK

The numbers of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial Registered Agent at the initial Registered Office are: R. BRUCE CRANMER, ESQUIRE, 1515 University Dr., Ste. 214, Coral Springs, FL 33071

ARTICLE V - INCORPORATOR AND ADDRESS

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are): JANET WENDT, 2444 University Drive, Coral Springs, Florida 33065

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
JANET WENDT	2444 University Drive Coral Springs, Florida 33065

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any

Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 9 day of March, 1999

Janet Wendt
JANET WENDT

STATE OF FLORIDA)

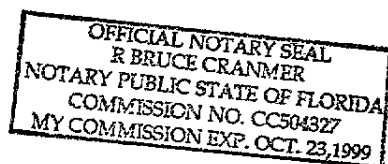
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day in the above-named State and County, before me, an officer duly authorized and acting, personally appeared JANET WENDT to me known to be the individual described in and who executed the foregoing and acknowledged then and there before me that she executed said instrument for the purposes and reasons set out therein.

WITNESS my hand and official seal this 9 day of March, 1999.

R. Bruce Cranmer
Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

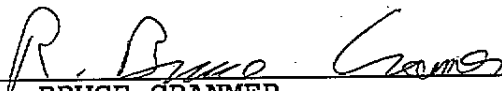
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:

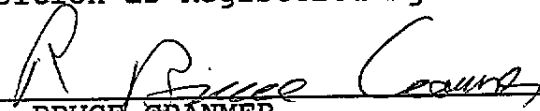
BAGEL BIN, INC.

2. The name and address of the Registered Agent and Office

is: R. BRUCE CRANMER, ESQUIRE, 1515 University Drive, Suite 214, Coral Springs, Florida 33071


R. BRUCE CRANMER

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.


R. BRUCE CRANMER