

P9988802 7515
ALEXANDER
& CO., INC.

BUSINESS, TAX AND FINANCIAL CONSULTANTS

March 16, 1999

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-03/22/99-01088-014

****122.50 *****78.75

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Gentlemen:


Enclosed are the Articles of Incorporation for TAMPA BAGELS SOUTH, INC.
and a check for \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of	
Articles of Incorporation	<u>52.50</u>
	\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 22 PM 1:04

Thank you for your attention to this matter.

Very truly yours,



William O. Alexander

Enclosures

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

1. The name of the corporation is TAMPA BAGELS SOUTH, INC. whose mailing address is 6211 Nimes Ct., Lutz, FL 33549.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. The corporation shall have authority to issue 1000 shares, all of one class, \$1.00 par value.
5. The address of its initial registered office is 6211 Nimes Ct., Lutz, FL 33549 and the name of the registered agent at said address is Mauricio Chicas.
6. The number of directors constituting its initial Board of Directors is two (2) whose names and addresses are:

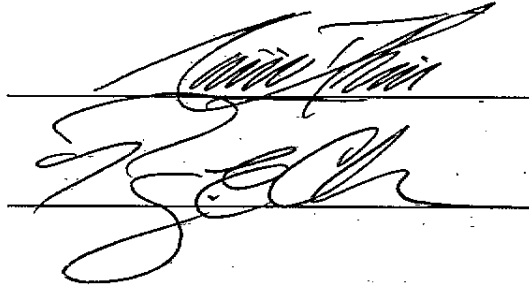
NAME	ADDRESS
Mauricio Chicas	6211 Nimes Ct. Lutz, FL 33549
Penny Chicas	6211 Nimes Ct. Lutz, FL 33549

7. The names and addresses of the incorporators are:

NAME	ADDRESS
Mauricio Chicas	6211 Nimes Ct. Lutz, FL 33549
Penny Chicas	6211 Nimes Ct. Lutz, FL 33549

FILED
SECRETARY OF STATE
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SIGNATURE OF INCORPORATORS



I, Mauricio Chicas accept the designation as registered agent for
TAMPA BAGELS SOUTH, INC.


MAURICIO CHICAS

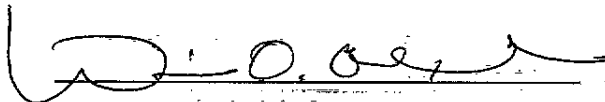
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Dated March 9, 1999

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared Mauricio Chicas and Penny Chicas who are well known to be the persons described in and who subscribed the above Articles of Incorporation, and they do freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Tampa, Florida in said county, state this 16th day of March, 1999.





William O. Alexander
MY COMMISSION # 0002137 EXPIRES
November 14, 2001
BONDED THRU TROY FAIN INSURANCE, INC.