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April 29, 1999

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


Re: EINSTEIN'S NEW PRODUCTS, NEW INVENTIONS STORES, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for EINSTEIN'S NEW PRODUCTS, NEW INVENTIONS STORES, INC., along with a check in the amount of \$78.75 for the filing fee. Please file the Articles at your earliest convenience and return the confirmation of filing to this office.

Do not hesitate to contact me if you have questions. Thank you for your assistance.

Sincerely,


Douglas J. Burns

99 MAY -3 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DJB:isb

Enclosures

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SHARON

MAY 10 1999

ARTICLES OF INCORPORATION
OF
EINSTEIN'S NEW PRODUCTS, NEW INVENTIONS STORES, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber, he being a natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be **EINSTEIN'S NEW PRODUCTS, NEW INVENTIONS STORES, INC.**

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE VI

ADDRESS OF BUSINESS: The initial address of the principal office of the proposed corporation in the State of Florida shall be:

340 BEACH DRIVE NE, #14
ST PETERSBURG, FLORIDA 33701-3425

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall be no more than five (5) and no less than one (1) Director. The names and addresses of the Directors who shall hold office for the first year of existence of the corporation or until a successor or successors are elected or appointed and who have qualified are:

DALE GRAYL
340 BEACH DRIVE NE, #14
ST PETERSBURG, FL 33701-3425

MARY GRAYL
340 BEACH DRIVE NE, #14
ST PETERSBURG, FL 33701-3425

ARTICLE VIII

SUBSCRIBER: The name and address of the Subscriber of this corporation is:

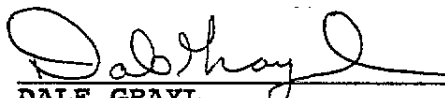
DALE GRAYL
340 BEACH DRIVE NE, #14
ST PETERSBURG, FL 33701-3425

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE: EINSTEIN'S NEW PRODUCTS, NEW INVENTIONS STORES, INC. names and designates DALE

ACCEPTANCE BY REGISTERED AGENT

I, DALE GRAYL, of 340 BEACH DRIVE NE, #14, ST. PETERSBURG, FL 33701-3425, do hereby accept appointment as Registered Agent of EINSTEIN'S NEW PRODUCTS, NEW INVENTIONS STORES, INC., together with the duties and responsibilities attaching to such appointment.



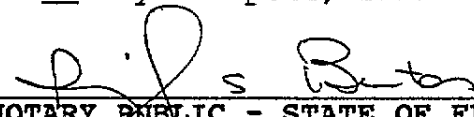
DALE GRAYL

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

BEFORE ME personally appeared DALE GRAYL, to me well known or ~~who produced~~ _____ as identification and who [did] [did not] take an oath, and known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 29 day of April, 1999.





NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: Ingrid S. Burton
My Commission expires:

10/7/02

corp\instein.art

FILED
99 MAY -3 PM 4:08
TALLAHASSEE, FLORIDA