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Charles E. Hall, MBA, EA, CTP

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Member of:

National Association of
Enrolled Agents

National Certification Board
for Tax Professionals

National Society of
Tax Professionals

National Society
of Accountants

Accreditation Council for
Accountancy & Taxation

Institute for Business
Financial & Estate Planning

National Association
of Tax Practitioners

National Association
of Accountants

Association of
Insolvency Accountants

American Institute of
Professional Bookkeepers

Florida Society of
Enrolled Agents

Florida Society of
Acct'g. & Tax Prof.

May 18, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
5-18-99

Re: SCHMAGEL'S BAGELS ST AUGUSTINE INC

600002884556--2
-05/24/99--01112--015
*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Please file these Articles at your earliest date and furnish me with an acknowledgement of its filing via a certified copy to be mailed to our offices.

You will note that Article 5 of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Enclosed is my trust fund check payable to the Secretary of State - Division of Corporations in the amount of \$78.75 which is in payment of the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Should you have any questions regarding this document, please feel free to contact me at any time.

Thanking you in advance for your courtesy and prompt recording of this corporation, I remain,

Sincerely,

Charles E. Hall
Enrolled Agent
Certified Tax Professional
Accredited Tax Accountant

Encl: Articles of Incorporation
Check for Filing Fee

FILED
99 MAY 24 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED MAY 25 1999

AFFIDAVIT

STATE OF FLORIDA,
COUNTY OF ST. JOHNS, TO-WIT:

On the 18th day of May, 1999, the undersigned, Kenneth West and Judith West appeared before the undersigned notary public of Florida, and, deposed and stated as follows:

That Kenneth and Judith West hereby authorize Thomas Ruffin and Melanie Ruffin the use of the name Schmagel's Bagels St. Augustine, Inc., and that their corporation, Schmagel's Bagels, Inc. will be dissolved after the closing of the business.

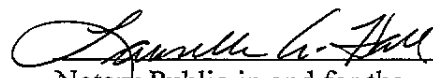

Kenneth West


Judith West

Before me, the undersigned authority, personally appeared Kenneth West and Judith West, his wife, to me known to be the persons who executed the foregoing Affidavit, and they acknowledged to and before me that they executed such instrument.

WITNESS my hand and seal this the 18 day of May, 1999.




Notary Public in and for the
State of Florida at Large

FILED
99 MAY 24 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-18-99

FILED
99 MAY 24 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SCHMAGEL'S BAGELS ST. AUGUSTINE, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME AND ADDRESS: The name of the Corporation is: Schmagel's Bagels St. Augustine, Inc. and its address is 122 Marine Street, St. Augustine, Florida 32084.

ARTICLE 2. DURATION: This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE 3. PURPOSE: The general purposes for which the Corporation is organized are the following:

A. To engage in and transact business and for which corporations may be incorporated under the Florida General Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable for the purpose of transacting any and all lawful business.

ARTICLE 4. CAPITAL STOCK: The aggregate number of shares which the Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.10 per share. Said stock shall be classed as Section 1244 stock pursuant to the Internal Revenue Code of 1986 as amended.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the Corporation is 77 Almeria Street, St. Augustine, Florida 32084 with a mailing address of Post Office Drawer 4050, St. Augustine, Florida 32085, and the name of its initial Registered Agent at that address is Charles E. Hall.

ARTICLE 6. INITIAL BOARD OF DIRECTORS: The number of directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of the initial Directors of the Corporation is as follows:

**Thomas Ruffin
122 Marine Street
St. Augustine, Florida 32084**

**Melanie Ruffin
122 Marine Street
St. Augustine, Florida 32084**

ARTICLE 7. INCORPORATORS:

Incorporated are the following:

**Thomas Ruffin
122 Marine Street
St. Augustine, Florida 32084**

**Melanie Ruffin
122 Marine Street
St. Augustine, Florida 32084**

ARTICLE 8. BY-LAW AMENDMENT: The Corporation reserves the power to adopt, alter, amend, or appeal the By-Laws of the Corporation. This right shall be vested in the Board of Directors and the Shareholders.

ARTICLE 9. INDEMNIFICATION: The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE 10. INFORMAL ACTION OF DIRECTORS: If all Directors severally or collectively consent in writing to action taken or to be taken by the Corporation, and the writing evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE 11. AMENDMENT OF ARTICLES: This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Directors of this Corporation.

ARTICLE 12. PRE-EMPTIVE RIGHTS: Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the Treasury of this Corporation, in the proportion that the number of share he holds at the time of issue bears to the total number of shares outstanding, exclusive of Treasury shares. This right shall be deemed waived by any shareholder

who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE 13. MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

ARTICLE 14. OFFICERS: The Officers of the Corporation shall be a President, one (1) or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the shareholders from time to time. Until the first meeting of the shareholders or until the successors are elected and have qualified, the following shall be the Officers of the Corporation.

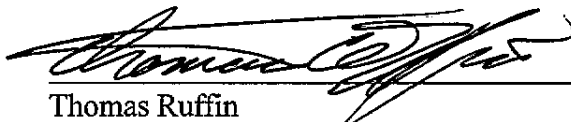
**Thomas Ruffin
122 Marine Street
St. Augustine, Florida 32084**

President / Treasurer

**Melanie Ruffin
122 Marine Street
St. Augustine, Florida 32084**

Vice-President / Secretary

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this the 18th day of May, 1999.

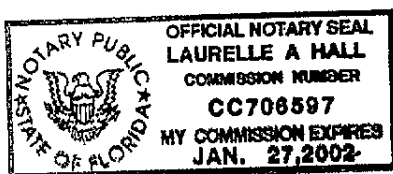

Thomas Ruffin

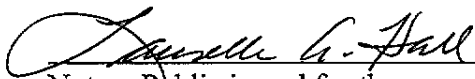
Melanie Ruffin

STATE OF FLORIDA
SS:
COUNTY OF ST. JOHNS

Before me, the undersigned authority, personally appeared Thomas Ruffin and Melanie Ruffin, his wife, to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

WITNESS my hand and seal this the 18th day of May, 1999.




Notary Public in and for the
State of Florida at Large

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

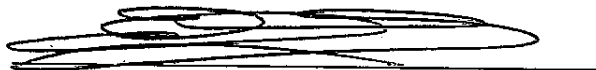
1. The name of the Corporation is:

SCHMAGEL'S BAGELS ST. AUGUSTINE, INC.

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

**Charles E. Hall
77 Almeria Street, Post Office Drawer 4050
St. Augustine, Florida 32084**

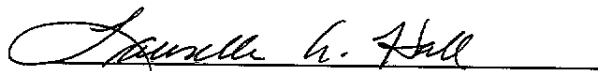
Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, The Individual herein identified hereby accepts the appointment as Registered Agent and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and will accept the obligations of its position as Registered Agent.



Charles E. Hall
Registered Agent

SWORN TO BEFORE ME and subscribed in my presence this the 18th day of
May, 1999.




Notary Public
My Commission Expires:

FILED
99 MAY 24 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA