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HARRY WINDERMAN, ESQ.
ATTORNEY AT LAW

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May 20, 1999

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

900002882499--4
-05/21/99--01079--003
*****70.00 *****70.00

Re: New Florida Corporation - Deerfield Bagels, Inc.

Dear Secretary of State:

Enclosed please find an original and one copy of Articles of Incorporation for Deerfield Bagels, Inc., as well as, a check for \$70.00 to cover the filing fee. I have also enclosed a stamped, self-addressed envelope for your return of same.

If you have any questions, please contact me at the above telephone number.

Very truly yours,



HARRY WINDERMAN, ESQ.

HW/lmi
Enclosure

Via Fed. Express

FILED
99 MAY 21 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc
5/26

ARTICLES OF INCORPORATION

OF

DEERFIELD BAGELS, INC.

The undersigned incorporator hereby forms a corporation Under Chapter 607 of the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the corporation shall be:

DEERFIELD BAGELS, INC.

The address of the principle office of this corporation shall be 2295 Corporate Boulevard, N.W., Suite 140, Boca Raton, Florida 33431 and the mailing address of the corporation shall be the same.

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, Territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2295 Corporate Boulevard, N. W., Suite 140, Boca Raton, Florida 33431 and the name of the initial registered agent of the corporation at that address is Harry Winderman, Esq.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

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99 MAY 21 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation
is:

Harry Winderman, Esq.
2295 Corporate Boulevard, N. W.
Suite 140
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
May 19, 1999.



Harry Winderman, Esq.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION

The undersigned having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida States.


Harry Winderman, Esq.

FILED
99 MAY 21 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA