

MAY-30-1999 15:35

IZAS BAHAKEL, ATTORNEY

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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
29 JUN -3 PM 12:35

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

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-06/03/99--01031--007
*****87.50 *****87.50

SUBJECT: Heavenly Bagels & Deli, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 to cover the filing fee, Certified Copy and a Certificate of Status.

FROM: Jay Goss
1111 East John Sims Parkway
Niceville, FL 32578
(850) 678-1333

D BROWN JUN - 8 1999

ARTICLES OF INCORPORATION
OF
HEAVENLY BAGELS AND DELI, INC.

FILED STATE
SECRETARY OF CORPORATIONS
99 JUN -3 PM 12:35

STATE OF FLORIDA)

OKALOOSA COUNTY)

I, the undersigned, desiring to form a body corporate for the purpose hereinafter set forth, do hereby make and subscribe my name in token thereof to this certificate and do hereby certify as follows:

ARTICLE ONE - NAME

The name of the corporation shall be: HEAVENLY BAGELS AND DELI, INC.

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1111 John Sims Parkway, Niceville, FL 32578.

ARTICLE THREE - SHARES

The number of shares of stock that this corporation is authorized to have outstanding is One Thousand (1,000) shares of one class (common stock) of the par value of One Dollar (\$1.00) per share. The corporation shall issue One Hundred (100) shares of stock initially.

A. No stockholder shall dispose of or encumber any part of his stock in the corporation except under the following conditions:

1. The party desiring to dispose of or encumber any part of his stock must first obtain the written consent of all of the other stockholders.

2. In the absence of such written consent no stockholder and no transferee who has received any stock in accordance with the provisions of Paragraph A.1. shall encumber or dispose of all or any part of this stock in the corporation now owned or hereafter acquired by him without first giving to the corporation at least sixty (60) days prior written notice by registered mail of his intention to make a disposition of his stock or any portion thereof. Within

the sixty (60) day period a meeting of the stockholders shall be called by the corporation upon not less than five (5) nor more than ten (10) days notice by registered mail and such meeting shall be held at the principal place of business of the corporation. At such meeting all of the stock which the stockholder or transferee wishes to dispose of or encumber shall be subject to an option to purchase or to retire on the part of the corporation, which option to purchase shall be exercised, if at all, at the time of such meeting. The purchase or retirement by the corporation shall be at a price equal to one hundred per cent (100%) of the book value of such stock as of the last day of the month occurring not less than twelve (12) days nor more than thirty-one (31) days preceding the date of the meeting of the stockholders and such purchase or retirement price shall be payable by cash in the amount of one hundred per cent (100%) of the purchase price.

B. If all of the stock which the stockholder or transferee wishes to dispose of or encumber is not purchased or retired by the corporation in accordance with the provisions of the preceding article, then the stock not so purchased or retired shall be offered for sale and shall be subject to an option on the part of each of the stockholders to purchase a proportionate share in relation to the proportionate share each already owns in the corporation, which said option shall be exercised, if at all, at the time of the meeting of the stockholders to be called within forty-five (45) days of receipt of such offer to sell to the corporation aforementioned.

ARTICLE FOUR - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida address of the initial registered agent is as follows:

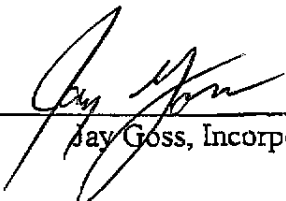
Jay Goss
1111 John Sims Parkway
Niceville, FL 32578

ARTICLE FIVE - INCORPORATOR

The name and address of the incorporator is as follows:

Jay Goss, Incorporator
1111 John Sims Parkway
Niceville, FL 32578

The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).


Jay Goss, Incorporator

06-01-99

Date

MAY-30-1999 15:30

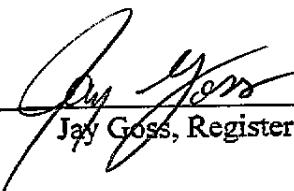
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**ACCEPTANCE TO BE REGISTERED AGENT
HEAVENLY BAGELS AND DELI, INC.**

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.


Jay Goss, Registered Agent

06-01-99

Date