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OTHER FILINGS Annual Report	REGISTRAT QUALIFICA		·	
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Examiner's Initials

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ARTICLES OF INCORPORATION OF

Bagelville USA Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is

Bagelville USA Inc.

ARTICLE II

The street address of the principal office of the Corporation is 555 South Federal Suite 400f Boca Raton Florida 33432.

ARTICLE III.

The maximum number of shares this Corporation is authorized to issue is 50,000,000 par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV.

The initial street address of the Corporation's registered office is 555 South Federal Suite 400f Boca Raton Florida 33432. The initial registered agent for the Corporation at that address is Brenda Hamilton.

ARTICLE V___

The name and address of the incorporator to these articles is:

Brenda Hamilton 555 South Federal Suite 400f Boca Raton Florida
33432.

ARTICLE VIII

The purpose of the Corporation is to engage in any activity within the purposes for which corporations may be organized under the Florida Business Corporation Act, pursuant to Section 607.0301, Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on September 21, 1999.

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Barrell	II
1 Duce	
Name Brenda	Hamilton
9/21/99	., -
Date	en e

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bagelville USA Inc.at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

0/s/laa

Date

99 SEP 27 PM 3: 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDE