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September 24, 1999

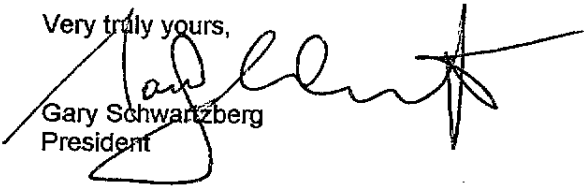
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Mr. Secretary:

I have enclosed the Article of Incorporation for Filled Bagels Incorporated along with a check in the amount of \$122.50 to cover the filing fee cost.

Thanking you for your assistance, I remain

Very truly yours,


Gary Schwartzberg
President

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99 SEP 29 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FL 09104

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, natural person, competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Filled Bagels Incorporated

ARTICLE II

The initial principal offices and address of the corporation will be:

**10057 Sunset Strip
Sunrise, FL 33322**

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the State of Florida and of The United States of America.

ARTICLE IV

The maximum number of shares of capital stock that this corporation is authorized to have issued and outstanding at any time is one thousand (1000) shares of common stock having a par value of fifty cents (\$.50) per share.

The amount of capital with which this corporation will begin operations shall be a sum of not less than five hundred dollars (\$500.00)

ARTICLE V

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial number of directors of this corporation shall be two (2). The names of the initial Board of Directors are:

Gary J. Schwartzberg
Alvin Burger

ARTICLE VII

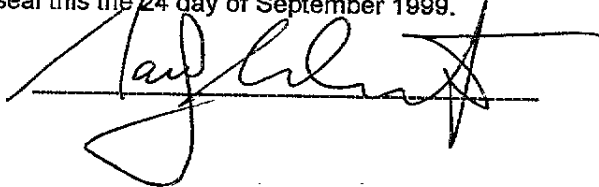
The name and address of the person signing these Articles of Incorporation as subscriber is:

Gary Schwartzberg
10057 Sunset Strip
Sunrise, FL 33322

ARTICLE VIII

The existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Gary Schwartzberg being both a natural person and competent to contract has hereunto set his hand and seal this the 24 day of September 1999.

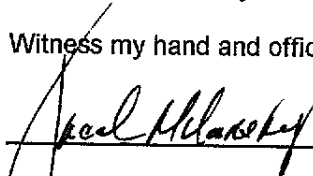


State of Florida

County of:

Before me, the undersigned Notary Public of the State of Florida personally appeared Gary Schwartzberg, unto me known and known to me personally as the individual described herein, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this the 24 day of SEPT 1999.

 Notary Public:



JACOB MILARSKY
COMMISSION # CC60001 and Expiration Date:
EXPIRES JAN 17, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC

FILED
99 SEP 29 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

Filled bagels Incorporated wishes to organize under the laws of the State of Florida with its principal offices as indicated within the Articles of Incorporation, in the City of Sunrise, Located in the County of Broward, State of Florida, has named Garey Schwartzberg 10057 Sunset Strip, Sunrise FL 33322 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I, hereby, accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



Resident Agent