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LAW OFFICES OF
JEFFREY A. SARROW, P.A.
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October 21, 1999

FEDERAL EXPRESS AIRBILL NO. 4200929596

Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, FL 32301

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122.50 **78.75

Re: **S & R BAGEL CORP.**

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate of Registered Agent for the above referenced corporation. Also enclosed is my trust account check in the amount of \$122.50, representing the following:

Filing Fee -	\$35.00
Certified Copy -	52.50
Registered Agent Fee -	<u>35.00</u>
	\$122.50

If this meets with your approval, kindly return the certified copy of the Articles to my office.

Very truly yours,


JEFFREY A. SARROW

Enclosure

JAS:scs

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1999 OCT 22 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. Howell OCT 25 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
S & R BAGEL CORP.**

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

S & R BAGEL CORP.

ARTICLE II - DURATION

The corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- (a) Pursue its purpose and business in any and all locations, foreign or domestic.
- (b) Acquire, own, hold, develop, deal in and with, maintain, and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- (c) Buy and sell real and personal property of any nature whatsoever.
- (d) Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- (e) Import and export wares, goods and merchandise of any nature whatsoever.
- (f) Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.

- (g) Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities, or interests of its own or any other person, firm or corporation.
- (h) Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- (i) Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.
- (j) Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.
- (k) Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.
- (l) Guarantee performance by any other person and/or entity.

In general, this corporation, may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares of One (\$1.00) Dollar par value common stock which shall be designated "Common Shares".

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 300 South Pine Island Road, Suite 304, Plantation, FL 33324, and the name of the initial Registered Agent of this corporation is **JEFFREY A. SARROW, ESQ.**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director initially. The number of additional directors may be increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director is:

<u>Name</u>	Stanley Rubenstein
<u>Address</u>	4748 S. Ocean Blvd., Suite 402 Highland Beach, FL 33487

ARTICLE VII - PRINCIPAL BUSINESS ADDRESS AND INCORPORATOR

The principal business address of the corporation is 4748 S. Ocean Blvd., Suite 402, Highland Beach, FL 33487 and the name of the person signing these Articles is **STANLEY RUBENSTEIN.**

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date that these Articles are filed with the office of the Secretary of State.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 19 day of October, 1999.

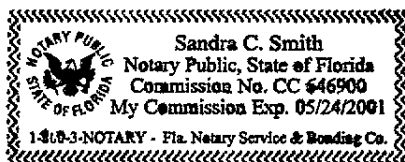

STANLEY RUBENSTEIN

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared STANLEY RUBENSTEIN known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily executed for the purposes therein expressed.

WITNESS my hand and official seal this 19 day of October, 1999.




SANDRA C. SMITH - Notary Public

My Commission Expires:

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, 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:

FIRST: That, **S & R BAGEL CORP.** a Florida corporation, with its principal office, as indicated in the Articles of Incorporation, has name **JEFFREY A. SARROW, ESQ.**, located at 300 South Pine Island Road, Suite 304, Plantation, FL 33324, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, **JEFFREY A. SARROW, ESQ.** is familiar with the obligations and hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.


JEFFREY A. SARROW, ESQ.
As Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA