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Transmittal letter

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

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-12/06/99--01097--016
*****87.50 *****87.50

Subject: Bagelnuts, Inc.

Enclosed are an original and two (2) copies of the articles of incorporation and a check for \$87.50 for Filing Fee, Certified Copy & Certificate of Status.

From: Bagelnuts, Inc.
C/O S.E. Ingram & Co., Inc.
2151 E. Broadway Road, Ste. 206
Tempe, AZ 85282
(480) 967-6466

FILED
1999 DEC -6 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell DEC 8 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Bagelnuts, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is

Bagelnuts, Inc.

SECOND: The principal place of business and mailing address of this corporation shall be:

3320 7th St Cir W; Palmetto, FL 34221

THIRD: The aggregate number of shares which the corporation shall have authority to issue is One Million shares of NO PAR common stock.

FOURTH: The name and address of the initial registered agent for the corporation is Christina E. Casner; 3320 7th St Cir W; Palmetto, FL 34221.

FIFTH The name and address of each incorporator is:

Christina E. Casner - 3320 7th St Cir W; Palmetto, FL 34221

Vincent M. Arrigo - 3320 7th St Cir W; Palmetto, FL 34221

SIXTH The Corporation shall indemnify any person who incurs in any loss, costs or expense by reason of the fact such person is or was an officer, director, employee or agent of the Corporation, and, except as may be otherwise prohibited by the By-Laws, such indemnification for an officer or director shall be mandatory in all circumstances in which indemnification is permitted by law.

SEVENTH To the fullest extent permitted by the Florida Business Corporation Act as the same exist or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

DATED: NOVEMBER 16, 1999


Christina E. Casner, Incorporator


Vincent M. Arrigo, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Christina E. Casner

Christina E. Casner, Registered Agent