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January 2, 1998

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

300002389173--9  
-01/05/98--01037--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: The Bagel Place of Naples, Inc.

Dear Madam:

Please find enclosed the Articles of Dissolution and the Statement of Intent to Dissolve for the corporation, The Bagel Place of Naples, Inc. Also enclosed is a \$35.00 check payable to the Florida Department of State for the filing fee.

Please file the Articles of Dissolution.

If you have any questions, please contact me. Thank you.

Regards,

*S. Dresden Brunner*

S. Dresden Brunner

Enclosure

cc: The Bagel Place of Naples, Inc. (w/o enclosures)

Diss.  
01-09-98  
CC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -5 PM 12:29

**ARTICLES OF DISSOLUTION**  
**PURSUANT TO SECTION 607.1403**  
**OF THE**  
**FLORIDA GENERAL CORPORATIONS ACT**

Pursuant to the provisions of sections 607.1402 and 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is THE BAGEL PLACE OF NAPLES, INC.
2. The names and respective addresses of its officers are:

Name	Office	Address
Ron Klein	President and Secretary	211 Via Napoli Naples, FL 34105

3. The names and respective addresses of its directors are:

Name	Address
Ron Klein	211 Via Napoli Naples, FL 34105

4. All remaining property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interests.

5. There are no actions pending against the corporation in any court.

6. A statement of intent to dissolve the corporation is hereby attached.

Dated: December 18, 1997

By: \_\_\_\_\_

Ron Klein, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -5 PM 12:30

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of Dec., 1997, by RON KLEIN, as President of The Bagel Place of Naples, Inc., who (☒) is personally known to me or ( ) has produced \_\_\_\_\_ as identification and who did not take an oath.

Kimberly Ann Nair  
Notary Public, State of Florida

My Commission Expires: \_\_\_\_\_  
My Commission Number is: \_\_\_\_\_



Kimberly Ann Nair  
MY COMMISSION # CC518373 EXPIRES  
December 26, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

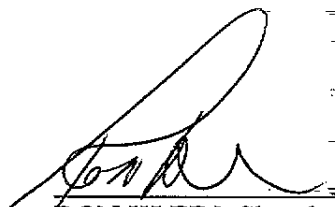
**STATEMENT OF INTENT TO DISSOLVE**

**THE BAGEL PLACE OF NAPLES, INC.**

**BY WRITTEN CONSENT OF ALL THE SHAREHOLDERS**

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all its shareholders:

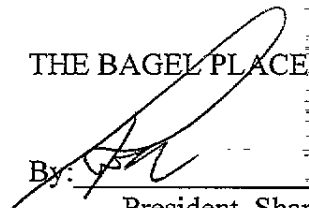
1. The name of the corporation is THE BAGEL PLACE OF NAPLES, INC.
2. All of the shareholders of the corporation hereby authorize the dissolution of the corporation.

  
\_\_\_\_\_  
RON KLEIN, Shareholder

  
\_\_\_\_\_  
ARLENE KLEIN, Shareholder

Dated: December 18, 1997

THE BAGEL PLACE OF NAPLES, INC.

By:   
\_\_\_\_\_  
President, Shareholder, and Sole Director