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98 FEB 12 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

P98000013983

February 5, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399

100002429501--5
-02/13/98--01002--027
****122.50 ****122.50

Re: Bagel Management, Inc and Bagel Company, Ltd.

Dear Sir/Madam:

Enclosed please find two (2) originals of the Certificate of Limited Partnership and Affidavit of Capital Contributions for the above referenced limited partnership. Please file one (1) original and return one (1) original stamped with the date and time the documents have been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested documents, along with our client's check in the amount of \$87.50 to cover the required filing fee.

Also enclosed are two (2) originals of the Articles of Incorporation and Registered Agent forms for the captioned corporation. One original is to be filed in your office and the other original is to be certified and returned to this office. Also enclosed is our client's check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation:	\$ 35.00
Certified copy of Articles of Incorporation:	\$ 52.50
Registered Agent Fee:	\$ 35.00
TOTAL	\$122.50

EFFECTIVE DATE
02-05-98

ATTN: P. TODD KENNEDY

JK 2-12-98

ARTICLES OF INCORPORATION
OF
BAGEL MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE

02-05-98

ARTICLE ONE

1.01 The name of this corporation is **BAGEL MANAGEMENT, INC.**

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 10825 N.W. 33rd Street, Miami, FL 33172 and the name of the initial Registered Agent at that address is Rudolph Wennin.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Rudolf Wennin	10825 N.W. 33 rd Street Miami, FL 33172

ARTICLE SEVEN


7.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE EIGHT

8.01 The effective date of this corporation shall be February 5, 1998.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 5th day of February, 1998.

By:



Rudolf Wennin,
Incorporator

wennin4\docs\art.inc

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that BAGEL MANAGEMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10825 N.W. 33rd Street, Miami, FL 33172.

Second, named Rudolf Wennin, located at 10825 N.W. 33rd Street, Miami, Florida 33172, as its Agent to accept service of process within Florida.



Rudolf Wennin,
Incorporator

Date: February 5, 1998.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.



Rudolf Wennin,
Registered Agent

EFFECTIVE DATE

02-05-98

Date: February 5, 1998.

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