



F010000003359

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852530/7875C
June 21, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):
Einstein Acquisition Corp.

FILED
JUN 21 PM 3:31
TALLAHASSEE, FLORIDA
SHELLY G. DE STATE

- Filing Evidence**
- Plain/Confirmation Copy
 - Certified Copy

Y01700038040

- Retrieval Request**
- Photocopy
 - Certified Copy

- Type of Document**
- Certificate of Status
 - Certificate of Good Standing
 - Articles Only
 - All Charter Documents to Include Articles & Amendments
 - Fictitious Name Certificate
 - Other

BK

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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DEPARTMENT OF STATE
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OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-06/21/01-01017-033
*****78.75 *****78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 2001

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: EINSTEIN ACQUISITION CORP.
Ref. Number: W01000014407

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01 JUN 21 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for EINSTEIN ACQUISITION CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$78.75 payment.

The Registered Agent MUST SIGN in Item 10.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Buck Kohr
Corporate Specialist

Letter Number: 701A00037839

RECEIVED
01 JUN 21 PM 4:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. EINSTEIN ACQUISITION CORP.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 22-3807874
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 11, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 246 Industrial Way West, Eatontown, NJ 07724
(Principal office address)

246 Industrial Way West, Eatontown, NJ 07724
(Current mailing address)

8. to operate bagel stores
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.

Ed Hand ~ Asst. Sec.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: R. Ramin Kamfar

Address: 246 Industrial Way West, Eatontown, NJ 07724

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: R. Ramin Kamfar

Address: 246 Industrial Way West, Eatontown, NJ 07724

Vice President: Michael Konig

Address: 246 Industrial Way West, Eatontown, NJ 07724

Secretary: Jerold E. Novack

Address: 246 Industrial Way West, Eatontown, NJ 07724

Asst. Sec.

~~Treasurer~~: Michael Konig

Address: 246 Industrial Way West, Eatontown, NJ 07724

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Michael Konig, Vice President and Assistant Secretary

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EINSTEIN ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EINSTEIN ACQUISITION CORP." WAS INCORPORATED ON THE ELEVENTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
JUN 21 3:31 PM
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1183930

DATE: 06-12-01