

F95000001135

Document Number Only

C T CORPORATION SYSTEM
 Requestor's Name
 1311 Executive Center Drive, Ste. 200
 Address
 Tallahassee, Fla. 32301 (904) 656-0290
 City State Zip Phone

CORPORATION(S) NAME

- FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 3/19/95
 3:39
- Progressive Budget Concepts, Inc.
- Profit
 - NonProfit
 - Foreign
 - Limited Partnership
 - Fictitious Name
 - Certified Copy
 - Call When Ready
 - Walk In
 - Mail Out
- Amendment
 - Dissolution/Withdrawal
 - Annual Report
 - Resurrection
 - Photo Copies
 - Call if Problem
 - Will Wait
- Merger
 - Mark
 - Other
 - Change of H.A.
 - Fictitious Name
 - CUS / G/S
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3/19/95
3:39

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. PROGRESSIVE BAGEL CONCEPTS, INC.
(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. 84-1294908
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 2, 1995 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1526 Cole Boulevard, Suite 200
Golden, Colorado 80401
(Current mailing address)

8. Any lawful purpose and operation of retail bagel stores;
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

By: Adrienne M. Jacklin
(Registered agent's signature)

Adrienne M. Jacklin, Assistant Secretary

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.

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SECRETARY OF STATE
CORPORATIONS
DIVISION
FEB 9 1995
PM 1:36

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman _____

Address: _____

Director: Kyle T. Craig

Address: 14103 Denver West Parkway

Golden, Colorado 80401

Director: _____

Address: _____

B. OFFICERS

Vice President: Kyle T. Craig

Address: 14103 Denver West Parkway

Golden, Colorado 80401

Vice President: M. David White

Address: 14103 Denver West Parkway

Golden, Colorado 80401

Secretary: M. David White

Address: 14103 Denver West Parkway

Golden, Colorado 80401

Treasurer: M. David White

Address: 14103 Denver West Parkway

Golden, Colorado 80401

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

13. *M. David White*

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

14. M. DAVID WHITE - VICE PRESIDENT

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

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROGRESSIVE BAGEL CONCEPTS, INC." 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 EIGHTH DAY OF MARCH, A.D. 1995.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAR -95 PM 1:35



Edward J. Freel
Edward J. Freel, Secretary of State

2477570 8300
950051275

AUTHENTICATED 7431247
DATE 03-08-95

Document Number Only

F 95000001135

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

STATE OF FLORIDA
-01719296-11053-005
*****35.00 *****35.00

Progressive Bagel Concepts, Inc
to:
Einstein Bros. Bagels, Inc

FILED
6 JUN 19 96 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
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- Reinstatement
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Verifier

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W.P. Veriller

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96 JUN 19 11:21
SECRETARY OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Progressive Bagel Concepts, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: March 9, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 13, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Einstein Bros. Bagels, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Paul A. Strasen

1/12/96

Signature
Name and Title

Date

Paul A. Strasen - Vice President

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96 JAN 19 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PROGRESSIVE BAGEL CONCEPTS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "EINSTEIN BROS. BAGELS, INC.", THE THIRTEENTH DAY OF DECEMBER, A.D. 1995, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

2477570 8320

960012650

AUTHENTICATION:

7790063

DATE:

01-16-96

Document Number Only

F 95000001135

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

1000011908251
-0724796--01053--009
*****35.00 *****35.00

Einstein Bros. Bagels, Inc.

Changed name to:

Einstein/Noah Bagel Corp.

FILED
95 JUL 24 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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7/25

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

\$5.00. 25. 11/11/96
JULY 24 1996

Karen,
Please back date

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: EINSTEIN BROS. BAGELS, INC.
Ref. Number: F95000001135

We have received your document for EINSTEIN BROS. BAGELS, INC. and your check(s) totalling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE DATE IN #4 MUST MATCH THE DATE ON THE CERTIFICATE.

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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 896A00035688

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

FILED
56 JUL 24 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Einstein Bros. Bagels, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: March 9, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

June 26, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Einstein/Noah Bagel Corp.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Paul A. Strasen

Signature
Name and Title

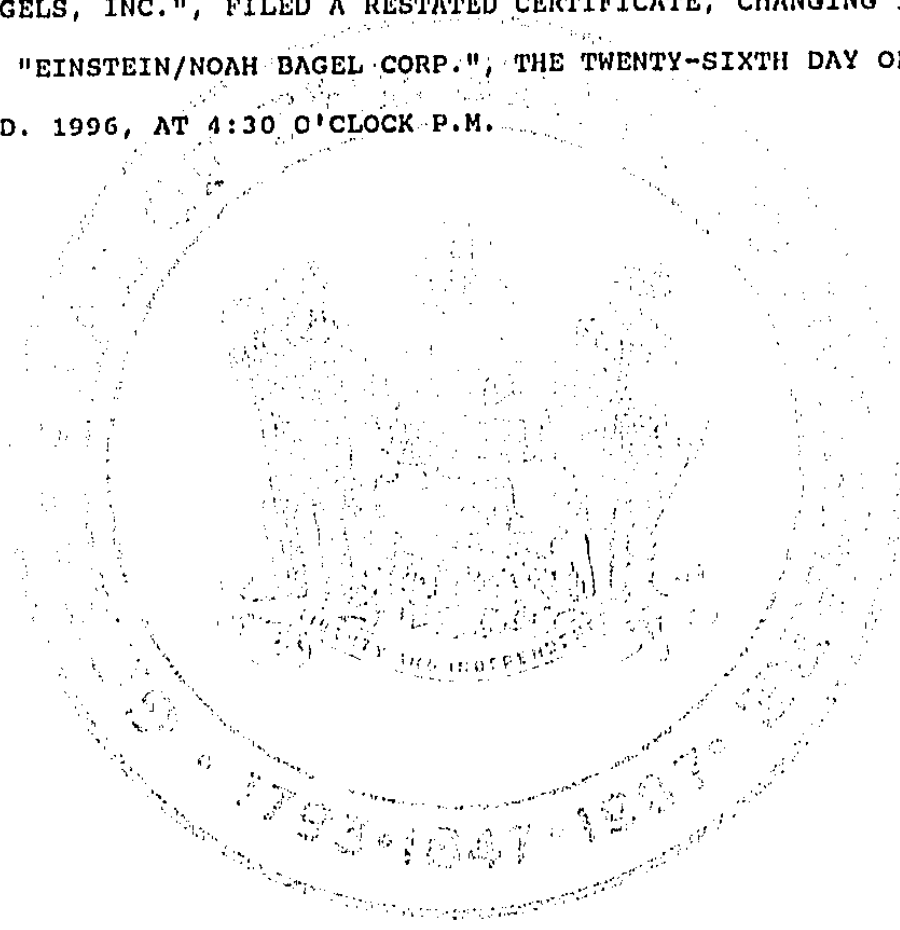
Paul A. Strasen

7/15/96

Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "EINSTEIN BROS. BAGELS, INC.", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "EINSTEIN/NOAH BAGEL CORP.", THE TWENTY-SIXTH DAY OF JUNE, A.D. 1996, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2477570 8320

DATE:

8028188

960206422

07-16-96