

1201 HAYS STREET
FAIRFIELD, NJ 07001
202-000-0000
202-000-0000

96 JUL 17 11:55 AM '96

PA96000059694



TELEPHONE SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 021235 80282A

AUTHORIZATION :

Patricia Pyzalski

COST LIMIT : \$70.⁰⁰

ORDER DATE : July 16, 1996

ORDER TIME : 4:26 PM

ORDER NO. : 021235

CUSTOMER NO: 80282A

CUSTOMER: Mr. Joe Giannelli
J. GEE ENTERPRISES INC.
SAYREVILLE TANNING & FITNESS
238 Ernston Rd.

800001896138

Parlin, NJ 08859

DOMESTIC FILING

NAME: BAGEL NOSH U.S.A. INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

DP
7/17/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 17 AM 11:55

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
BAGEL NOSH U.S.A. INC.

96 JUL 17 AM 11:53

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BAGEL NOSH U.S.A. INC.

The address of the principal office of this corporation shall be 238 Ernston Road, Parlin, New Jersey 08859 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Thomas Puleo	30 Scheffelin Avenue Staten Island, New York 10306
Joe Giannelli	30 Scheffelin Avenue Staten Island, New York 10306

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SECRETARY OF STATE
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ARTICLE VII. INCORPORATOR

96 JUL 17 AM 11:53

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on July 16, 1996.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

DGS