

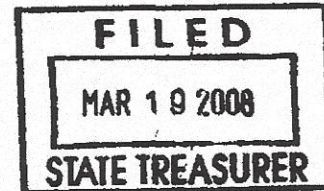
NEW JERSEY DEPARTMENT OF TREASURY  
DIVISION OF REVENUE

CERTIFICATE OF INC, (PROFIT)

NEW YORK BAGEL ENTERPRISES . INC  
0400222641

The above-named DOMESTIC PROFIT CORPORATION was duly filed in accordance with New Jersey State Law on 03/19/2008 and was assigned identification number 0400222641. Following are the articles that constitute its original certificate.

1. **Name:**  
NEW YORK BAGEL ENTERPRISES . INC
2. **Registered Agent:**  
JOE SMITH
3. **Registered Office:**  
301 ROUTE 17 NORTH SUITE 800  
RUTHERFORD , NJ 07070
4. **Business Purpose:**  
General, For Any Lawful Purpose Under N.J.S.A 14A:1-1 et seq.
5. **Stock:**  
200
6. **Effective Date of this filing is:**  
04/01/2008
7. **If applicable, set forth the designation of each class of shares, the number in each and a statement of the relative rights, preferences and limitations:**  
200 COMMON SHARES
8. **First Board of Directors:**  
JOE SMITH  
7 CONTINENTAL DRIVE  
NEW WINDSOR , NY 12553



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**9. Incorporators:**

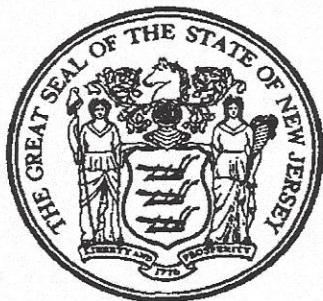
JOE SMITH  
7 CONTINENTAL DRIVE  
NEW WINDSOR , NY 12553

**10. Main Business Address:**

301 ROUTE 17 NORTH SUITE 800  
RUTHERFORD , NJ 07070

**Signatures:**

JOE SMITH



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
20th day of March, 2008

R. David Rousseau  
Acting State Treasurer

Certificate Number: 111700020

Verify this certificate online at

[https://www1.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp)