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PICK-UP WAIT MAIL

(Business Entity Name)

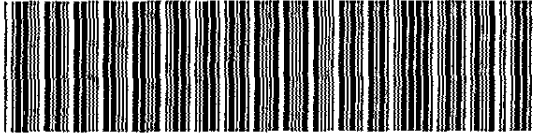
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03 JUL 31 PM 3:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CHARLES B. CADY ASSOCIATES, INC.
CENCEBAUGH FINANCIAL SERVICES, INC.

ACCOUNTING • TAXES • BUSINESS SERVICES

SANDRA CENCEBAUGH, ABA, EA
ENROLLED TO REPRESENT TAXPAYERS
BEFORE THE INTERNAL REVENUE SERVICE

4431 DAVIE ROAD • SUITE 121 • DAVIE, FL 33314 • (954) 791-6639 • FAX (954) 581-1434

July 23, 2003

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

Re: BREAD FACTORY, Inc.

Dear Sir or Madam:

Enclosed are two copies of Articles of Incorporation for the above.

Also enclosed is my check payable to Secretary of State in the amount of \$122.50 for the following:

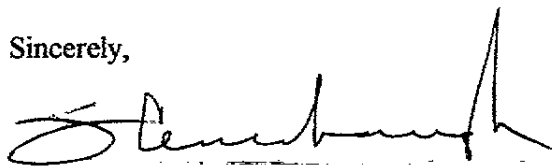
Filing Fee	35.00
Certified copy	52.50
Registered Agent Designation	35.00

Please mail the completed Corporation Papers to:

S.Cencebaugh
4431 Davie Rd., Ste. 121
Davie, Florida 33314

Thank you very much.

Sincerely,



S. Cencebaugh, ABA, EA

Enc

cc: client
file

ARTICLES OF INCORPORATION

OF

BREAD FACTORY, Inc.

FILED

03 JUL 31 PM 3:56

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

Article I

The name of this Corporation shall be BREAD FACTORY, Inc.

Article II

The Corporation may engage in any activity as permitted under the laws of the United States and of the State of Florida.

Article III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of one (\$1.00) dollar per share.

Article IV

The amount of capital with which this corporation will begin business shall be the sum of not less than One Hundred (\$100.00) dollars.

Article V

This corporation shall exist perpetually unless sooner dissolved according to law.

Article VI

The initial street of the principal office of the corporation shall be:

**4431 Davie Road, Ste. 121
Davie, Florida 33314**

Article VII

The number of Directors of this corporation shall be at least one (1) and not more than five (5).

Article VIII

The name and street address of the members of the first Board of Directors of this corporation is as follows:

Edouard Mailal
4431 Davie Road, Ste. 121
Davie, Florida 33314

Article IX

The name and street address of the person signing these Articles of Incorporation as subscribed is as follows:

Edouard Mailal
4431 Davie Road, Ste. 121
Davie, Florida 33314

Article X

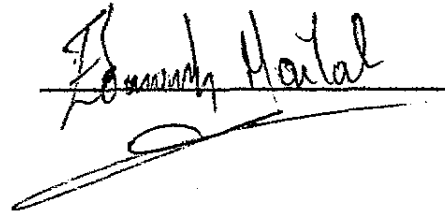
The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

Article XI

The street address of the initial registered office of the corporation shall be 4431 Davie Road, Suite 121, Davie, Florida 33314, and the name of the initial registered agent of the corporation at that address is Sandra Cencebaugh.

In witness whereof, the undersigned, Edouard Mailal, being a natural person, competent to contract, has hereunto set his/her hand and seal this 28th day of

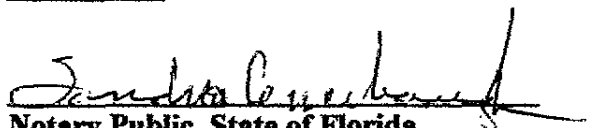
July, 2003.

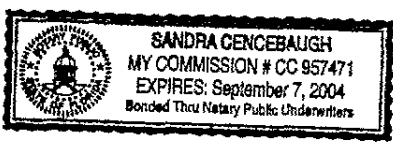


State of Florida
County of Broward

Before me the undersigned Notary Public of the State of Florida personally appeared EDOUARD MAILAL, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this 28th day of July,
2003.


Notary Public, State of Florida



**Certificate Designating Place of Business or Domicile
for the Service Within This State
Naming Agent Upon Whom Process May be Served**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, that BREAD FACTORY, Inc., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Davie, County of Broward, State of Florida, has named Sandra Cencebaugh, 4431 Davie Road, Ste.121, Davie, Florida 33314, as its agent to accept services of process within this State.

Acknowledgement

Having been named to accept services of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By: 
Sandra Cencebaugh

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TALLAHASSEE FLORIDA