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PICK-UP WAIT MAIL

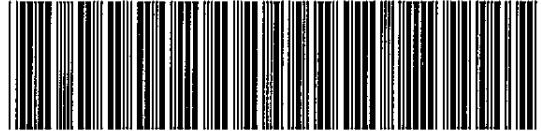
(Business Entity Name)

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03 SEP 30 PM 12:29
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DIVISION OF REGISTRATION
TALLAHASSEE, FLORIDA

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03 SEP 30 PM 1:44
DEPT. OF STATE
TALLAHASSEE, FLORIDA

4/9/201

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Mr. Bread USA Inc

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: AW 9/30

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
MR. BREAD USA, INC.

FILED
03 SEP 30 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation shall be MR. BREAD USA, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business is 6821 SE Warwick Lane, Stuart, Florida 34997 and the mailing address of the Corporation is 6821 SE Warwick Lane, Stuart, Florida 34997.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE IV - SHARES

The aggregate number of shares which the Corporation shall have the authority to issue shall be 100 at One (\$1.00) Dollar par value common shares.

ARTICLE V – INITIAL OFFICERS/DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Joseph F. Importico	6821 SE Warwick Lane Stuart, Florida 34997

The initial director(s) may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI – REGISTERED AGENT

The name and Florida street address of the Corporation's initial registered agent is Philip H. Forbes, Law Offices of Philip H. Forbes, PL, 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is Joseph F. Importico, 6821 SE Warwick Lane, Stuart, Florida 34997.

ARTICLE VIII - INDEMNIFICATION

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE IX - POWERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE X - RESIDENCY

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the by-laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the by-laws.


ARTICLE XI – MEETINGS

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XII - AGREEMENTS

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.


Dated this 29th day of September, 2003



Joseph F. Importico,
Incorporator

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 29th day of September, 2003, by Joseph F. Importico, who is personally known to me or who produced a driver's license and did [did not] take an oath.

 Barbara Jean Forbes
Commission # DD117000
Expires June 21, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

Barbara Jean Forbes
Notary Public, State of Florida

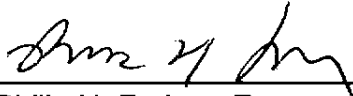
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That MR. BREAD USA, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 6821 SE Warwick Lane, Stuart, Florida 34997, has named Philip H. Forbes, Esq., located at Law Offices of Philip H. Forbes, PL, 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Philip H. Forbes, Esq.

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03 SEP 30 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA