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EFFECTIVE DATE
08/01/2005

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2005 AUG -3 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton AUG 04 2005



FIDUCIAL™

Joseph E. Garrison, CPA, PA

Certified Public Accountant

A Member of the Fiducial Network Worldwide

Post Office Box 1221
Dunedin, Florida 34697-1221

416 Douglas Avenue
Dunedin, Florida 34698

Voice: 727/535-2257

Fax: 727/535-3034

e-mail: j.garrison@fiducial.com

July 29, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

re: Crusty Bread Bakery, Inc.

Dear Sir or Madam:

On behalf of the above referenced company, I am forwarding an original and one copy of its Articles of Incorporation, together with a check in the amount of \$78.75 in payment of the following:

Fee for filing Articles of Incorporation	\$35.00
Filing a Certificate designation Registered Agent	35.00
Fee for a certified copy of the Articles of Incorporation	8.75
Total payment	\$78.75

If you have any questions concerning this request, please free to call my office.

Sincerely yours,

Joseph E. Garrison
Certified Public Accountant

c: Crusty Bread Bakery, Inc.

ARTICLES OF INCORPORATION
OF

Crusty Bread Bakery, Inc.

FILED

2005 AUG -3 AM 8:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation shall be **Crusty Bread Bakery, Inc.**

ARTICLE II: DURATION

EFFECTIVE DATE
08/01/2005

The corporation shall have a perpetual existence.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any activity or business permitted by the laws of the State of Florida or the United States of America.

ARTICLE IV: STOCK

The maximum number of shares which the corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock at one dollar (\$1.00) par value per share.

ARTICLE V: PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights for, par value thereof, a pro rata portion thereof (as nearly as may be done with out issuance of fractional shares)

- (1) Any stock that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by amendment thereof or out of shares of stock the corporation acquired by it after issuance thereof, and whether issued for cash, labor done, personal property, or real property or leased thereof; or

- (2) Any obligation that the corporation may issue or sell which is convertible into exchangeable for any stock of the corporation of any class or classed, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VI: BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The initial Board of Directors shall serve for one year or until their successor(s) are elected or appointed. The number of directors may be increased or decreased from time to time by a vote of the stockholders, but in no case shall the number of directors be less than one. The Board of Directors shall have all powers authorized by the laws of the State of Florida and the United States of America. The name and address of the director(s) constituting the Initial Board of Directors is:

Monica L. Canales

Jesus I. Canales

438 Athens Street

Tarpon Springs FL 34689

ARTICLE VII: INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII: STOCKHOLDER MEETINGS

The presence, at any stockholder's meeting, in person or by proxies, of persons entitled to vote a majority of shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of a majority of the outstanding shares present at any meeting of the Corporation shall be sufficient to authorize any act of the corporation.

ARTICLE IX: DIRECTORS MEETINGS

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors present at any meeting shall be required to constitute an act or decision of the Board of Directors.

ARTICLE X: CORPORATE HEADQUARTERS

The corporate headquarters of this corporation shall be:

438 Athens Street
Tarpon Springs FL 34689

ARTICLE XI: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Agent and the Registered Agent office of this corporation shall be:

Monica L. Canales
438 Athens Street
Tarpon Springs FL 34689

who upon acceptance of said designation agrees to comply with the provisions of section 48.091, Florida Statutes, as amended, with respect to keeping an office open for service of process.

ARTICLE XII: OFFICERS

The names and addresses of the initial officer of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed is:

Name	Office
Monica L. Canales	President, Secretary, Treasurer

ARTICLE XIII: EFFECTIVE DATE

These Articles of Incorporation shall be effective as of the earlier of **August 1, 2005** or the date of acceptance by the Secretary of State, State of Florida.

ARTICLE XIV: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV: MISCELLANEOUS PROVISIONS

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code, as amended, and shall take all actions necessary to obtain and maintain its federal tax status as an 'S' corporation.

ARTICLE XVI: INCORPORATOR

The name of the person signing these Articles of Incorporation is:

Monica L. Canales

438 Athens Street

Tarpon Springs FL 34689

CERTIFICATE OF INCORPORATION

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

SS.

I hereby acknowledge the forgoing Articles of Incorporation of Crusty Bread Bakery, Inc.



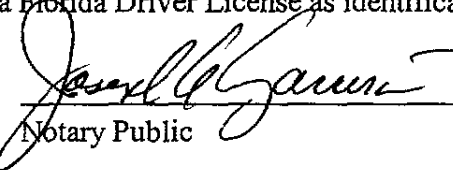
Monica L. Canales
Incorporator

The forgoing Articles of Incorporation were acknowledged be for me, this 1 day of August 2005, by Monica L. Canales as incorporator, who produced a Florida Driver License as identification.

My commission Expires:



Joseph E. Garrison
Commission # DD122665
Expires June 27, 2006
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

SS.

Having been named to accept service of process for Crusty Bread Bakery, Inc. at the place designated in these Articles of Incorporation, I hereby agree to act in said capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, as amended, relative to keeping open such office, this 1 day of August 2005.



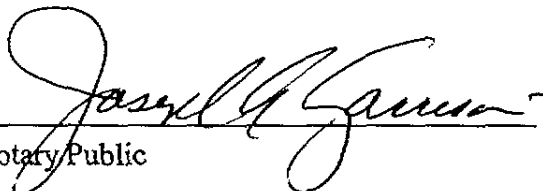
Monica L. Canales
Registered Agent

Acknowledged be for me, this 1 day of August 2005, by Monica L. Canales, who produced a Florida Driver License as identification.

My commission Expires:



Joseph E. Garrison
Commission # DD122665
Expires June 27, 2006
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Atlantic Bonding Co., Inc.


Notary Public