

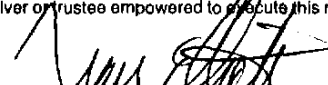


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 98 APR -2 PM 4:09 SECRETARY OF STATE DIVISION OF CORPORATIONS	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company DOCUMENT # M97000000057 GOLDEN STATE FOODS BAKING COMPANY, L.L.C. 1525 OLD COVINGTON HIGHWAY CONYERS GA 30207		1a. Principal Place of Business Address 1525 OLD COVINGTON HIGHWAY CONYERS GA 30207			
2. Principal Place of Business 1525-A Old Covington Rd. Suite, Apt. #, etc. City & State Conyers, GA Zip 30013		2a. Mailing Address 600 Phil Gramm Blvd. Suite, Apt. #, etc. City & State Bryan, TX Zip 77807		3. Date Organized or Qualified 02/14/1997 4. FEI Number 58-2225412 5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 900002483089-6 Suite, Apt. #, etc. -04/08/98 - 01101-003 ****188.75 ****188.75 City FL Zip Code			
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	MID SOUTH BAKING COMPA	600 Phil Gramm Blvd.		Bryan, TX	
MGRM	Bower, Fredrick J.	600 Phil Gramm Blvd.		Bryan, TX	
MGRM	Grimm, Peter	600 Phil Gramm Blvd.		Bryan, TX	
MGRM	Olson, Gene	18301 Von Karman Ave.		Irvine, CA	
MGRM	Elliott, Tray	600 Phil Gramm Blvd		Bryan, Tx	
					
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: 		Tray Elliott		3/23/98 (409) 778-6600	
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	