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Division of Corporations

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Account Number : 072100000120 Phone : (305)860-7098 Fax Number : (305)858-4777

# FLORIDA PROFIT CORPORATION OR P.A.

MBB Bakery Corporation

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### ARTICLES OF INCORPORATION

OF

### MBB BAKERY CORPORATION

#### ARTICLE I.

#### NAME

The name of the corporation is:

MBB BAKERY CORPORATION

ARTICLE II.

**DURATION** 

This Corporation shall have perpetual existence.

#### ARTICLE III.

#### **PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE IV.

# PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 7132 Beracasa Way, Boca Raton, Florida 33433.

ARTICLE V.

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# INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7132 Beracasa Way, Boca Raton, Florida 33433 and the name of the initial registered agent of this Corporation at that address is Allison Barber.

#### ARTICLE VI.

#### BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws.

The name and address of the initial director is:

Allison Barber 7132 Beracasa Way Boca Raton, Florida 33433

### ARTICLE VIL

#### CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

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#### ARTICLE VIII.

#### INCORPORATOR

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

Allison Barber 7132 Beracasa Way Boca Raton, Florida 33433

#### ARTICLE IX.

#### **POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

#### ARTICLE X.

### MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

#### ARTICLE XI.

# ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

#### ARTICLE XIL

#### INDEMNIFICATION

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

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#### ARTICLE XIII.

#### <u>AMENDMENT</u>

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4 day of Oble, 2000.

Allison Barber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this day of day of 2000, by Allison Barber. She is personally known to me, or produced as identification.

CULTOLIA MILLAL

Printed Name of Notary/Serial Number
My Commission Expires:

Cynthle Mihalyl

Ny Commission CC762281

Expires July 28, 2002

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# ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of MBB BAKERY CORPORATION, at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

10/4 \_\_\_\_\_ 2000

Allison Barber

C:\docs/CL\Msyo\MBBCORI\ARTICLES.wpd October 4, 2000 SECRETARY OF STATE DIVISION OF CORFERENCIONS

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