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ACCOUNT NO. : 072100000032

REFERENCE : 898334 5012985

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuto

ORDER DATE : November 14, 2000

ORDER TIME : 11:18 AM

ORDER NO. : 898334-005

CUSTOMER NO: 5012985

CUSTOMER: Mr. Gregory G. Plotko
Snow Becker Krauss P.c.

605 Third Avenue

New York, NY 10158

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 15 PM 2:45

DOMESTIC FILING

NAME: BREAD AND BATTER, INC.

700003464557--5

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED
00 NOV 15 PM 12:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BREAD AND BATTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 15 PM 2:45

The undersigned incorporator, for the purpose of forming a corporation in compliance with Chapter 607 and/or Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I: The name of the corporation is: Bread and Batter, Inc.

ARTICLE II: The street address of the principal place of business/ mailing address is: 2000 Island Boulevard, Aventura, Florida 33160.

ARTICLE III: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Statutes.

ARTICLE IV: The number of shares the corporation is authorized to issue is: 200 shares with a par value of \$0.001.

ARTICLE V: The street address of the initial registered office of the corporation is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

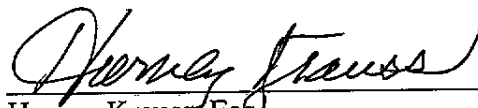
ARTICLE VI: The name and address of the person who is to serve as initial director is:

Carol Becker
2000 Island Boulevard
Aventura, Florida 33160

ARTICLE VII: The name and address of the incorporator is:

Harvey Krauss, Esq.
Snow Becker Krauss P.C.
605 Third Avenue
New York, NY 10158

Signed on November 14, 2000.


Harvey Krauss, Esq.
Incorporator

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.

Signed on: 11-15-00

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
Deborah D. Skipper
as its agent

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