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Simon, Green & Associates, Inc.
Certified Public Accountants

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

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-01/26/01--01125--003
*****70.00 *****70.00

SUBJECT: BREADMASTERS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for in the amount of \$70.00 to cover the filing fee.

We would like to take this opportunity to thank you in advance for the expedient processing of these Articles of Incorporation.

Cordially,



Nicholas T. Simon
Certified Public Accountant

NTS/gs
enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

FOR

BREADMASTERS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I, NAME

The name of the Corporation shall be:

BREADMASTERS, INC.

ARTICLE II, PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be:

**469-1 ATLANTIC BOULEVARD
ATLANTIC BEACH, FLORIDA 32233**

ARTICLE III, NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV, CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00. The Board of Directors is authorized to issue "Section 1244 Stock," as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE V, REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**STEPHEN J. SMITH
605 11TH STREET NORTH
JACKSONVILLE BEACH, FLORIDA 32250**

ARTICLE VI, TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VII, PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII, DIRECTORS AND OFFICERS

The names and addresses of the initial directors and officers are:

**STEPHEN J. CUCINELLA, PRESIDENT
4778 U.S. HIGHWAY 1, NORTH
ST. AUGUSTINE, FLORIDA 32095-5706**

**STEPHEN J. SMITH, VICE-PRESIDENT
CHRISTINE M. SMITH, SECRETARY
605 11TH STREET NORTH
JACKSONVILLE BEACH, FL 32250**

ARTICLE IX, INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**CHRISTINE M. SMITH
605 11TH STREET NORTH
JACKSONVILLE BEACH, FLORIDA 32250**

The undersigned incorporator has executed these Articles of Incorporation of this

19th day of January, 2001.

Christine M. Smith
CHRISTINE M. SMITH

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

BREADMASTERS, INC.

2. The name and address of the registered agent and office is:

**STEPHEN J. SMITH
605 11TH STREET NORTH
JACKSONVILLE BEACH, FLORIDA 322350**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature Stephen J. Smith

Date JANUARY 15, 2001.