

PO1000015/30

Beth A Culbertson EA
812 Tamiami Trail Suite 1
Port Charlotte FL 33953

01 FEB -8 AM 11:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

500003662295--4
-02/08/01--01107--003
*****70.00 *****70.00

RE: Best Breads, Inc.

February 6, 2001

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL ARTICLES OF CORPORATION AND A COPY,
TOGETHER WITH A CHECK IN THE AMOUNT OF \$70.00.

THIS REPRESENTS THE COST OF THE FILING FEES AND THE FEE FOR THE
REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

SINCERELY,

Beth

Beth A Culbertson EA
812 Tamiami Trail Suite 1
Port Charlotte FL 33953

Beth

ARTICLES OF INCORPORATION
of
Best Breads, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME AND ADDRESS

The name of the corporation is:

Best Breads, Inc.

The corporate address is:

12430 Mitchell Terrace
Port Charlotte, FL 33981

The mailing address is:

12430 Mitchell Terrace
Port Charlotte, FL 33981

ARTICLES II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five thousand shares (5,000) of one Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME: Dale Kearns
ADDRESS: 12430 Mitchell Terrace
CITY: Port Charlotte, FL 33981

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation are as follows:

NAME: Dale Kearns
ADDRESS: 12430 Mitchell Terrace
CITY: Port Charlotte, FL 33981

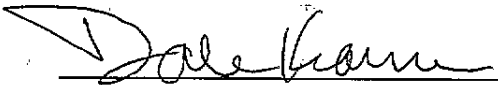
NAME: Terry Kearns
ADDRESS: 12430 Mitchell Terrace
CITY: Port Charlotte, FL 33981

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are as follows:

NAME: Dale Kearns
ADDRESS: 12430 Mitchell Terrace
CITY: Port Charlotte, FL 33981

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of February, 2001.

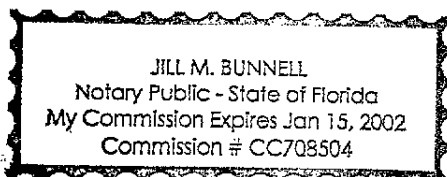


STATE OF FLORIDA
COUNTY OF CHARLOTTE

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Dale Kearns known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the Articles of Incorporation. IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 5th day of February, 2001.



(Notary Public, State of Florida at Large)



**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Best Breads, Inc.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Dale Kearns