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May 17, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

RE: ARTISAN OLDE WORLD BAKERY CAFE, INC.
OUR FILE NO.: CP01-64

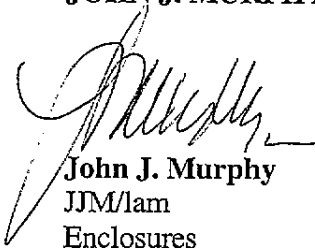
Gentlemen:

Enclosed herein please find certificate of incorporation for ARTISAN OLDE WORLD BAKERY CAFE, together with our trust account check in the amount of \$78.75 to cover the filing fee. Please furnish the undersigned with a certified copy of same.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.


John J. Murphy
JJM/lam
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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01 MAY 21 PM 1:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTISAN OLDE WORLD BAKERY CAFÉ, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is Artisan Olde World Bakery Café, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 11920 S. W. 18th Court, Davie, FL 33325.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To bake, prepare, purchase, sell, and market in bread, pastries, biscuits, crackers, cakes, pies, tarts, and food of all kinds for human consumption in which flour and meal is used. To purchase, for its own use or for speculative purposes, to sell and deal in wheat, flour, and other foodstuffs of all kinds, for immediate or future delivery, and either upon its own account or as agent for others.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the proceeding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares, which the corporation is authorized to issue, is one hundred. Such shares shall be of a single class, and shall have no par value

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 11920 S. W. 18th Court, Davie, FL 33325; and the name of its initial registered agent at such address is Michael Greco.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial board of directors is one. The name and address of the person who is to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Michael Greco President/Secretary	11920 S.W. 18 th Court Davie, FL 33325

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Michael Greco President/Secretary	11920 S.W. 18 th Court Davie, FL 33325

ARTICLE NINE
NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Michael Greco President/Secretary	11920 S.W. 18 th Court Davie, FL 33325	100

Executed by the undersigned on the 15 day of May, 2001.

WITNESSES:

Brigitte Kasbar
Printed Name

Michael Greco
Michael Greco

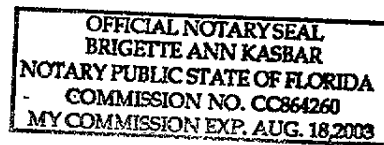
John J. Murphy III
Printed Name John J. Murphy

State of Florida
County of Broward

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me Michael Greco who is personally known to me or produced _____ as identification.

Brigitte Kasbar
Notary Public

3



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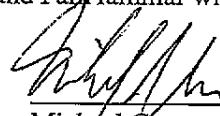
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, 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 Artisan Olde World Bakery Cafe, Inc.
2. The name and address of the registered agent and office is Michael Greco, 11920 S. W. 18th Court, Davie, FL 33325.

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.



Michael Greco