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TALLAHASSEE, FLORIDA

JOHN F. HOOLEY, P.A.

Trial and Business Law • Immigration • Real Estate

3227 South Horseshoe Drive
Suite 105
Naples, Florida 34104

John F. Hooley
Board Certified Civil Trial Law
Board Certified Business Litigation

January 22, 2003

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

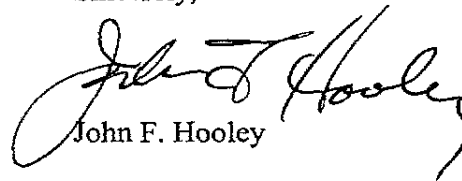
Re: Newty's Wholesale Bakery, Inc.

Dear Sir or Madam:

With regard to the above-referenced new corporation, enclosed for filing please find Articles of Incorporation and the Designation of Registered Agent, together with my trust account check in the amount of \$122.50 to cover the filing fees and the cost of a certified copy.

Thank you for your assistance.

Sincerely,



John F. Hooley

JFH/zan
Enclosures
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NEWTY'S WHOLESALE BAKERY, 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:

NEWTY'S WHOLESALE BAKERY, INC.

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

3951 Arnold Avenue
Naples, Florida 34104

ARTICLE II
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 III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value.

ARTICLE IV
REGISTERED AGENT

Initial registered office of the corporation shall be:

3227 South Horseshoe Drive, Suite 105
Naples, Florida 34104

and the name of the initial registered agent shall be:

JOHN F. HOOLEY

ARTICLE V
EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII
ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX
OFFICERS AND DIRECTORS

The names and street addresses of the initial board of directors, who shall hold office for the first year of the corporation, or until a successor is elected or appointed are:

John F. Hooley	President	3227 South Horseshoe Drive
		Suite 105
		Naples, Florida 34104

The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

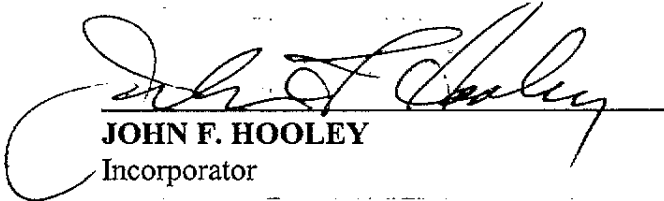
ARTICLE X
INCORPORATOR

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

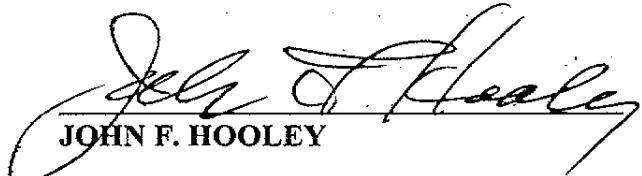
John F. Hooley
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TALLAHASSEE, FLORIDA

22 **IN WITNESS WHEREOF**, the undersigned has hereto set forth his hand and seal on this day of January, 2003.


JOHN F. HOOLEY
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


JOHN F. HOOLEY