

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE ()

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

_____ of _____
RE: Burborn Bread Co

C. COFFEE

DISEBUNDED

09

Art. of Amer. Fito
Dissolution: drawal
C U S- _____
Fictitious Name Fito

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate KII
Vehicle Search
Driving Record
Document Retrieval

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 _____ File No.'s, _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prop. _____
 FAX () _____ pgs. _____

SUBTOTALS

FEE.....

2

DISBURSED.....

2

SURCHARGE.....

;

TAX on corporate supplies.....

2

SUBTOTAL.....

3

PREPAID.....

2

BALANCE DUE.....

2



\$

REQUEST	TAKEN	CONFIRMED	APPROVED
---------	-------	-----------	----------

DATE _____

TIME _____ CK No. _____

BY HAK _____

WALK-IN
Will Pick Up 2.6 1.12

TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
FOR

RyeBrann Bread Co.

FILED
NOTED BY REC
1916

The undersigned, heroby associate for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I
Name

The name of this corporation is RyeBrann Bread Co., hereinafter referred to as the Corporation.

ARTICLE II
Purposes

This Corporation is organized for the following purposes:

A. To engage in the business of baking and in any activities of business permitted under the laws of the United States and Florida.

B. To exercise any and all powers enumerated in Florida Statutes, Chapter 607, and any or all lawful business.

C. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or the attaining of any of the objects, purposes or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and

benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment thereof.

ARTICLE III Capital Stock

The capital stock of this Corporation shall consist of one hundred (100) shares at One and no/100 Dollar (\$1.00) per share par value common stock. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

Any and all such shares shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE IV Restrictions on Sales and Transfers of Stock

The shares of stock to be issued by the Corporation shall be subject to the following provisions and restrictions upon sales and transfers thereof:

In the event a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer any shares of stock in the Corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, give the right and privilege for thirty (30) days to purchase the same at a price equal to a bona fide firm offer, in writing, made to each stockholder for the purchase of such share or shares of stock by a person, firm or corporation ready, willing and able to buy such stock at the price so offered to be paid; and no stock of the Corporation shall be transferred upon its books unless the foregoing provision has been complied with and any attempt to transfer such stock in any other manner will be void.

ARTICLE V
Corporate Existence

The Corporation shall have perpetual existence.

ARTICLE VI
Registered Office and Registered Agent

The registered office of the Corporation shall be 946 Roland Miller Drive, Vero Beach, FL 32963; and the registered agent shall be CHRISTOPHER A. BRANN.

ARTICLE VII
Number of Directors

The affairs of the Corporation shall be conducted by the Board of Directors. The initial Board of Directors shall consist of one (1) director, who shall serve until such time as may be established in the corporate Bylaws for the first annual meeting or until resignation, whichever shall occur first. The corporate Bylaws shall provide for the number of directors (except the initial Board of Directors), which number shall not exceed seven (7). The names and addresses of the initial directors of this Corporation are:

CHRISTOPHER A. BRANN, 946 Roland Miller Drive, Vero Beach,
Florida 32963

ARTICLE VIII
Incorporators

The names and addresses of the persons signing these Articles
are:

CHRISTOPHER A. BRANN, 946 Roland Miller Drive, Vero Beach,
Florida 32963

ARTICLE IX
Special Charter Provisions

In furtherance and not in limitation of the powers conferred
by Statute, the Board of Directors is expressly authorized:

A. Subject to the Bylaws, if any, adopted by the stock-
holders, to make, alter, amend or repeal the Bylaws of the
Corporation.

B. The Corporation may, at any meeting of its Board of
Directors, sell, lease or exchange all of its property and assets,
including its good will and its corporate business, upon such terms
and conditions, either for cash, for the securities of any other
corporation or corporations and for such consideration as its Board
of Directors may deem expedient and for the best interest of the
Corporation when and as authorized by the written consent of the
holders of record of at least two-thirds (2/3) of the stock of each
class issued and outstanding.

C. No contract or other transaction between the Corporation
and any other corporation in the absence of fraud, shall be
affected or invalidated by the fact that any one or more of the
directors of the Corporation is or are interested in or is a

director or officers or are directors or officers of such other corporation; and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract of the Corporation or a contract in which the Corporation is interested; further, no contract, act or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or corporation; and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at the City of Vero Beach, Indian River County, Florida, for the uses and purposes herein expressed this 2^d day of Feb., 1995.



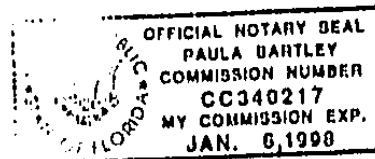
Christopher A. Brann

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Sworn to and subscribed before me this 3RD day of February, 1995, by Christopher A. Brann who (check one) (____) is personally known to me or (____) produced his Florida Driver's License as identification and who did take an oath.

Paula Bartley
Name: PAULA BARTLEY
Notary Public, State of Florida at
Largo. My Commission Expires:
JAN. 6, 1998. My Serial
Number is: CC 340217.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with Section 607.325, Florida Statutes, the following is submitted:

RyeBrann Bread Co., with its place of business at 946 Roland Miller Drive, Vero Beach, Florida, 32963, has named CHRISTOPHER A. BRANN, located at 946 Roland Miller Drive, City of Vero Beach, State of Florida, as its agent to accept service of process within Florida.


CHRISTOPHER A. BRANN, President

Date: 2/2, 1995

Having been named to accept service of process for the above stated alien business organization at the place designated in this Certificate, I hereby agree to act in this capacity. 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 607.325, Florida Statutes.


CHRISTOPHER A. BRANN,
Registered Agent

Date: 2/2, 1995