

P9500040682

STEBBINS & STEBBINS
ATTORNEYS AND COUNSELLORS AT LAW
28 MAGNOLIA AVENUE
POST OFFICE BOX 1820

RUNTIM, FLORIDA 32727-1820
May 18, 1995

FRANK W. STEBBINS (1901-1974)
ROBERT A. STEBBINS

TELEPHONE (904) 387-3181
TELECOPIER (904) 388-0834

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

Re: My Father's Bread, Inc.

Gentlemen:

Enclosed please find the Certificate of Designation Registered Agent/Registered Office, and the original and one copy of the Articles of Incorporation for the above referenced corporation. Please conform the copy and return it in the self-addressed, stamped envelope provided. It is not necessary that this conformed copy be certified.

Also enclosed is my trust check in the amount of \$70.00 to cover the following:

Filing Fee	\$35.00
Resident Agent Fee	\$35.00.

Thank you for your assistance in this matter.

Yours very truly,

STEBBINS & STEBBINS

Robert A. Stebbins
Robert A. Stebbins

RAS/lg

Enclosures

400001485684
-05/22/95--01059--017
*****70.00 *****70.00

BROWN MAY 23 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 25, 1995

ROBERT A. STEBBINS, ESQ.
STEBBINS & STEBBINS
P.O. BOX 1220
EUSTIS, FL 32727-1220

The name **MY FATHER'S BREAD, INC.** has been reserved for 120 days beginning April 25, 1995. The reservation number is **R95000001828** and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 195A00019367

FILED
95 MAY 22 PM 2:37
CLERK OF DISTRICT COURT
MILLER, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the corporation is:

MY FATHER'S BREAD, INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the Laws of the United States of America and the State of Florida.

ARTICLE IV

Number. The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of Capital Stock with a value of \$1.00 per share.

ARTICLE V

Initial Issue. 4,000 shares of the capital stock of the corporation shall be issued for cash at a value of \$1.00 per share.

Stated Capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of

Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stocks. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

ARTICLE VI

The initial street address in Florida of the initial registered office of the corporation, which is also the principal office of the corporation, is 30 Magnolia Avenue, Eustis, Florida 32726, and the name of the initial registered agent at such address is LOUIS KULTURIDES.

ARTICLE VII

The initial Board of Directors shall consist of three (3) members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VIII

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>Name</u>	<u>No. and Street</u>	<u>City State Zip Code</u>
Louis Kulturides,	805 Jefferis Court,	Eustis, FL 32726
Cynthia Cain Kulturides,	805 Jefferis Court,	Eustis, FL 32726
Doris Cain,	37316 Thrill Hill Road,	Eustis, FL 32726

ARTICLE IX

The names and addresses of the initial incorporators are as follows:

<u>Name</u>	<u>No. and Street</u>	<u>City State Zip Code</u>
Louis Kulturides,	805 Jefferis Court,	Eustis, FL 32726
Cynthia Cain Kulturides,	805 Jefferis Court,	Eustis, FL 32726
Doris Cain,	37316 Thrill Hill Road,	Eustis, FL 32726

ARTICLE X

An affirmative vote of a majority of the shares of the corporation shall be required for any shareholder action.

ARTICLE XI

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ARTICLE XII

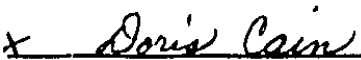
The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Incorporation at Eustis, Florida, on the 19th day of MAY, A.D. 1995.

Incorporators


Louis Kulturides

x 
Cynthia Cain Kulturides

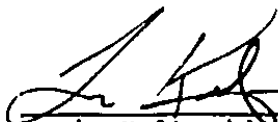
x 
Doris Cain

FILED
95 MAY 22 PM 2:37
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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: MY FATHER'S BREAD, INC.
2. The name and address of the registered agent and office is LOUIS KULTURIDES, 30 Magnolia Avenue, Eustis, Florida 32726.


Louis Kulturides, President

May 19, 1995

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.


Louis Kulturides

May 19, 1995