

P950000 50330

June 22, 1995

Coastal Bakery, Inc.
The Mill Eatery and Bakery
7805 Abercorn Street
Savannah, Georgia 31406
(912)355-1625

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

500001523455
06/26/95--010'33--008
*****70.00 *****70.00

Attn: Corporate Records Bureau

Gentlemen:

Please file these Articles of Incorporation for St. Johns River Milling Company. Send evidence of incorporation to the attention of Ms. Tara Griffith at

C T Corporation System
1200 S. Pine Island Road
Plantation, Florida 33324.

Ms. Griffith can be reached by telephone at (800) 432-3434.

Sincerely,


Anthony W. LaRue

M. HENDRICKS JUN 28 1995

ARTICLES OF INCORPORATION OF
ST. JOHNS RIVER MILLING COMPANY

95

The undersigned hereby act to form 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 shall be ST. JOHNS RIVER MILLING COMPANY.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
STOCK

The authorized capital stock of this corporation shall consist of one thousand (1000) shares of no par value common stock.

ARTICLE IV
CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
ADDRESS

The mailing address of the principal office of this corporation shall be The Jacksonville Landing, 2 Independent Drive, Jacksonville, Florida 32202, or at such other location designated by the Board of Directors with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VI
NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director and not more than ten (10) directors. The number of directors shall be as set forth in the Bylaws of the corporation.

ARTICLE VII
BOARD OF DIRECTORS

The names and street addresses of the members of the Board of Directors who shall hold office until the first meeting of the stockholders or until their successors are elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
J. Paul Smith	330 Fairbanks Avenue Winter Park, FL 32819
Robert W. Freeman	7805 Abercorn Street Savannah, GA 31406
Lewis McClure	7805 Abercorn Street Savannah, GA 31406
William K. Freeman	407 College Avenue Scottsboro, AL 35768
Charles Giddens	505 Burlington Drive Scottsboro, AL 35768

Roy E. Mulhall

3263 Old Barn Road
Ponte Vedra, FL 32082

Barbara B. Mulhall

3263 Old Barn Road
Ponte Vedra, FL 32082

Albert E. Buschman, Jr.

2215 S. 3rd Street
Jacksonville Beach, FL 32250

Kathleen Buschman

2215 S. 3rd Street
Jacksonville Beach, FL 32250

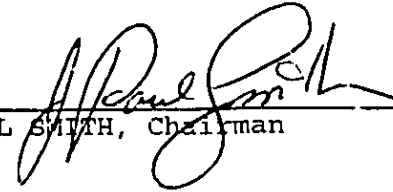
ARTICLE VIII
REGISTERED AGENT

The street address of the registered agent of this corporation shall be 1200 South Pine Island Road, Plantation, Florida 33324, with the privilege of having branch or other offices at other places within or without the State of Florida. The registered agent at the above address shall be CT Corporation System.

ARTICLE IV
AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority vote of the stockholders or by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the stockholders and all the directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

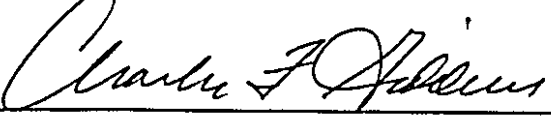
DATED this 22nd day of June, 1995.



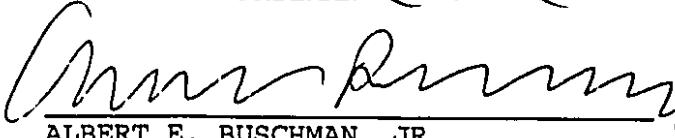
J. PAUL SMITH, Chairman



ROBERT W. FREEMAN

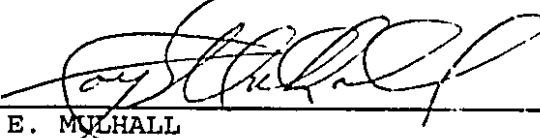

LEWIS McCLURE


CHARLES GIDDENS


WILLIAM K. FREEMAN


ALBERT E. BUSCHMAN, JR.


KATHLEEN BUSCHMAN


ROY E. MULHALL


BARBARA B. MULHALL

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

ST. JOHNS RIVER MILLING COMPANY

In pursuance of Sections 48.091 and Section 607.325, Florida Statutes, the following is submitted in compliance with said statutes.

That ST. JOHNS RIVER MILLING COMPANY, with its principal office, as indicated in the Articles of Incorporation, has named the following entity as its agent to accept service of process within this state:

C.T. Corporation System
1200 South Pine Island Road
Plantation, Florida 33324
1-800-432-3434

Acknowledgement:

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 said Act relative to keeping open said office. I further acknowledge that I am familiar with and accept the obligations of Section 607.325, Florida Statutes

CT CORPORATION SYSTEM

By: 

Name:

Its:

TANYA M. VILJAR
SPECIAL ASSISTANT SECRETARY