

CAPITAL CONNECTION, INC.

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 \$ _____

PH 4/18/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<i>4/18</i>		
TIME	<i>9:30</i>		CK No. _____
BY	<i>JD</i>		

WALK-IN
Will Pick Up _____

RE: *Arnold Bread Distributors*

	O.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(u)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
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 Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
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
OF
ARNOLD BREAD DISTRIBUTOR, INC.

FILED
95 APR 10 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is ARNOLD BREAD DISTRIBUTOR, INC.

ARTICLE II.

This corporation shall have a perpetual existence.

ARTICLE III.

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

This corporation is authorized to issue Five Thousand (5,000) Shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

The street address of the office of this corporation is 8535-3 Baymeadows Road, Suite 120, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation is Kevin A. Arnold, will accept service at 8535-3 Baymeadows Road, Suite 120, Jacksonville, Florida 32256. The principal place of business of this corporation is 8535-3 Baymeadows Road, Suite 120, Jacksonville, Florida 32256.

ARTICLE VI.

This corporation shall have two (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial Director of this corporation is:

Kevin A. Arnold

12775 Turtle Lake Lane
Jacksonville, Florida 32246

ARTICLE VII.

The name and address of the Officers of this corporation are:

Kevin A. Arnold
12775 Turtle Lake Lane
Jacksonville, Florida 32246

President, Vice-President,
Secretary and Treasurer

ARTICLE VIII.

The name and address of the persons signing these Articles of Incorporation is:

Kevin A. Arnold.
12775 Turtle Lake Lane
Jacksonville, Florida 32246

ARTICLE IX.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the voting Shareholders.

ARTICLE X.

Shares of capital stock of this corporation shall be issued initially to the following and in the amounts set forth opposite its name:

Kevin A. Arnold -- 100 shares

ARTICLE XI.

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders,

and approved at a Stockholders meeting by a majority of the Stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 16th day of April, 1996.


KEVIN A. ARNOLD

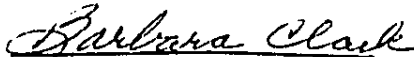
STATE OF FLORIDA

ss

COUNTY OF DUVAL

BEFORE ME, personally appeared Kevin A. Arnold, who, being by me first duly sworn executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation as his free act and deed, for the uses and purposes therein expressed and produced as identification his Florida Drivers License Number A654-501-58-331-0.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 16th day of April, 1996.



NOTARY PUBLIC

Print Name: Barbara Clark

My Commission Expires: 6/22/98

BARBARA CLARK
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires June 22, 1998
Commission No. CC 387834
Bonded thru Patterson - Becht Agency

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 48.901, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED.

FIRST-THAT ARNOLD BREAD DISTRIBUTOR, INC. (NAME OF
CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL BUSINESS AT CITY OF JACKSONVILLE
(CITY)

STATE OF FLORIDA HAS NAMED KEVIN A. ARNOLD
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 8535-3 Baymeadows Road, Suite #120
(STREET ADDRESS AND NUMBER OF BUILDING, P.O. BOX ADDRESS)

CITY OF JACKSONVILLE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(CORPORATE OFFICER)

TITLE President

DATE April 16, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE 
(RESIDENT AGENT)

DATE April 16, 1996