

*Law Offices of
Jeffrey R. Eisensmith, P.A.*

ONE FINANCIAL PLAZA
SUITE 1010
TALLAHASSEE, FL 32304

TELEPHONE (904) 623-7001
TELEFAX (904) 462-0140

April 15, 1996

Secretary of State
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

P96 0000 35747

FILED
MAR 22 1996
TALLAHASSEE, FL 32301

FILED
MAR 22 1996
TALLAHASSEE, FL 32301

RE: MIAMI BAKED GOODS, INC.

Dear Sir or Madam:

Enclosed please find an original plus (1) copy of Articles of Incorporation for MIAMI BAKED GOODS, INC., along with our check in the amount of \$122.50 representing the appropriate filing fee.

Please file the above Articles of Incorporation and forward a copy back to this office at your earliest convenience.

Very truly yours,

JEFFREY R. EISENSMITH

JRE:lm
Encl.

000001799170
-04/29/96--01079--010
****122.50 ****122.50

W 96-9323
check this sign

F. CHESSEB APR 25 1996.



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

April 18, 1996

JEFFREY R EISENSMITH ESQUIRE
1 FINANCIAL PLAZA SUITE 1610
FT LAUDERDALE, FL 33394

SUBJECT: MIAMI BAKED GOODS, INC.
Ref. Number: W96000008323

We have received your document for MIAMI BAKED GOODS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 896A00018115

A handwritten signature in dark ink, appearing to be "Freida Chesser", written in a cursive style.

ARTICLES OF INCORPORATION OF
MIAMI BAKED GOODS, INC.

ARTICLE I
CORPORATE NAME

The name of the corporation is MIAMI BAKED GOODS, INC.

ARTICLE II
DURATION

This corporation shall be perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III
PURPOSE

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

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of one dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V
SHAREHOLDER'S RIGHTS

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

ARTICLE VI
INITIAL REGISTERED AGENT
INITIAL REGISTERED OFFICE

This corporation's initial registered agent and registered office in the State of Florida is Roberta Bernstein, 9405 Dunbee Drive, Lake Worth, FL 33467.

ARTICLE VII
CORPORATE ADDRESS

This corporation's initial address is 9405 Dunbee Drive, Lake Worth, FL 33467.

ARTICLE VIII
DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name of the initial director of this corporation are Roberta Bernstein, 9405 Dunbee Drive, Lake Worth, FL 33467.

FILED
98 APR 22 AM 7:35
CLERK OF THE COURT
STATE OF FLORIDA

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles is Roberta Bernstein, 9405 Dunbe Drive, Lake Worth, FL 33467.

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XI
AMENDMENTS TO BY-LAWS**

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

**ARTICLE XII
CORPORATE POWERS**


This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIII
INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.

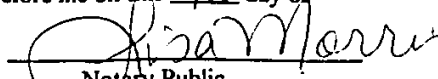

ROBERTA BERNSTEIN
Incorporator and Registered Agent

STATE OF FLORIDA)
SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority personally appeared ROBERTA BERNSTEIN, who is personally known to me or who produced FLA. Drivers License as identification, and who did/did not take an oath, and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 15 day of

April, 1996.


Notary Public

My Commission Expires:

