

LAW OFFICE
ALAN E. GREENFIELD, P.A.
ATTORNEY AT LAW

2000 DOUGLAS ROAD
BARNETT BANK BUILDING • SUITE 011
COVAL DALES, FLORIDA 33134

TELEPHONE: (305) 442-1731
(305) 443-2777

FAX: (305) 443-9710

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May 28, 1996

Secretary of State
Division of Corporations
Corporate Records Bureau
Room 2001, The Capitol
Tallahassee, FL 32301

700001840507
-05/31/96--01097--017
****122.50 ****122.50

Re: Sara Bee Corp.

Dear Sir/Madam:

Please find enclosed my check in the sum of \$122.50 (filing fee, resident agent fee, certified copy cost) together with the original and one copy of the Articles of Incorporation of Sara Bee Corp.

Please file the Articles and return a copy together with a certified copy of the Charter.

Thank you for your prompt attention to this matter.

Very truly yours,



ALAN E. GREENFIELD

encls: (as stated)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 31 AM 8 48

FILED

25-9
6-5-96

ARTICLES OF INCORPORATION

OF

SARA BEE CORP.

FILED
96 MAY 31 AM 8 42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this corporation is SARA BEE CORP.

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall commence to exist on the date filed with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be the only class of shares.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service 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 OFFICE AND AGENT: The street address of the principal office of this corporation is 2600 Douglas Road, Suite 911, Coral Gables, Florida 33134.

The name of the initial registered office and initial registered agent of this corporation is ALAN E. GREENFIELD, Esq., 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ALAN E. GREENFIELD - President, Secretary and Treasurer	2600 Douglas Road - #911 Coral Gables, FL 33134

ARTICLE VIII

INCORPORATORS: The name and address of the person signing these Articles of Incorporation are:

ALAN E. GREENFIELD	-	2600 Douglas Road	-	#911
		Coral Gables, Florida		33134

ARTICLE IX

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

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation this 28 day of May 1996.

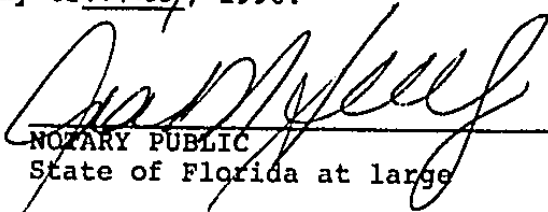


ALAN E. GREENFIELD

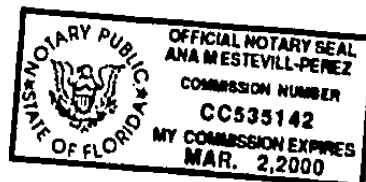
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ALAN E. GREENFIELD to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 28 day of May, 1996.



NOTARY PUBLIC
State of Florida at large




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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that SARA BEE CORP. with its principal office, located at 2600 Douglas Road, #911, Coral Gables, FL 33134 has named ALAN E. GREENFIELD, located at 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

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.

ALAN E. GREENFIELD


Resident Agent and
Registered Agent

FILED
96 MAY 31 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA