

Michael A. Shapiro
Law Offices

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From
Irwin S. Gars
Of Counsel

June 28, 1996
Via United Parcel Service

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

100001882161
-07/02/96--01141--017
****122.50 ****122.50

Re: Tutti's Bread Company, Inc.

To whom it may concern:

The undersigned, as President of Tutti's Too, Inc., Tutti's Cafe, Inc., Tutti's LeJeune, Inc., Tutti's of North Miami Beach, Inc. and Tutti's, Inc., does hereby authorize the incorporation of Tutti's Bread Company, Inc..

If you have any questions with reference to this matter, please call our attorney, Irwin S. Gars, at the above number.

Thank you.

Sincerely yours,

Kenneth Klein
Kenneth Klein

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FILED
96 JUL -2 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
7/8/96
DS

**Articles of Incorporation
of
TUTT'S BREAD COMPANY, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

FILED
JUL - 2 1964
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is, *Tutti's Bread Company, Inc.*

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of Ten Dollars (\$10.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR AND PRINCIPAL OFFICE ADDRESS

The name and address of the initial incorporator and subscriber hereto is as follows:

KENNETH KLEIN, 10760 Biscayne Boulevard, N. Miami, Dade County, FL 33161

The principal address and the registered office address of the corporation is:

10760 Biscayne Boulevard, North Miami, Dade County, Florida 33161

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

KENNETH KLEIN — 10760 Biscayne Boulevard, N. Miami, Dade County, Florida 33161

LEON ATKIND — 10760 Biscayne Boulevard, N. Miami, Dade County, Florida 33161

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

Office: 10760 Biscayne Boulevard, N. Miami, Dade County, FL 33161

Initial Registered Agent: **IRWIN S. GARS**
2665 South Bayshore Drive, M103, Coconut Grove, Florida 33133

ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

KENNETH KLEIN, President, 10760 Biscayne Boulevard, N. Miami, Dade County, FL 33161

LEON ATKIND, Secretary, 10760 Biscayne Boulevard, N. Miami, Dade County, FL 33161

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of June, 1996.



KENNETH KLEIN, Subscriber

STATE OF FLORIDA

COUNTY OF DADE

SS:

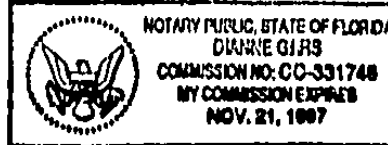
PERSONALLY APPEARED before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared **KENNETH KLEIN**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of June, 1996.

Diane Gars

NOTARY PUBLIC, STATE OF FLORIDA
Printed Name: Diane Gars

Commission Expiration State, Number and Date and Seal:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

Irwin S. Gars

IRWIN S. GARS, Registered Agent
DATED: June 17 1996

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