

P96000058108

LAW OFFICES
KOEPFEL, GOTTLINE, MESSNER, HERZFELD & RUBIN

ESPERANTE BUILDING
333 LAKEVIEW AVENUE
SUITE 200

WEST PALM BEACH, FLORIDA 33401-0140

JOEL M. KOEPFEL, P.A.
MEMBER FL & NY BARS

TELEPHONE (407) 659-4080
TELECOPIER (407) 659-5300

July 9, 1996

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

RE: 350 S. COUNTY ROAD, INC.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of 350 S. COUNTY ROAD, INC. together with Resident Agent form and this firm's check in the amount of \$122.50. Please return one certified copy to the undersigned via Federal Express. A return Airbill and envelope are enclosed for your convenience.

Thanking you in advance, I remain

Very truly yours,

Sheryl G. Klein
Sheryl G. Klein
Legal Assistant

/sgk
enc.

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-07710796--01049--010
****122.50 ****122.50

FILED
96 JUL 10 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SPECIALLY AFFILIATED FIRMS

HERZFELD & RUBIN
SUITE 1501, 801 BRICKELL AVE.
MIAMI, FLORIDA

HERZFELD & RUBIN, P.C.
40 WALL STREET
NEW YORK, NEW YORK

HERZFELD & RUBIN
1828 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA

HERZFELD & RUBIN
SUITE 400
1801 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA

BARR, MURMAN, TONELLI,
HERZFELD & RUBIN
SUITE 901, 201 E. KENNEDY BLVD.
TAMPA, FLORIDA

DECCIO, HERZFELD & RUBIN
SUITE 807
20 N. ORANGE AVENUE
ORLANDO, FLORIDA

BULLOCK, CHILDS, PENDLEY,
REED, HERZFELD & RUBIN
SUITE 711, 833 E. BAY STREET
JACKSONVILLE, FLORIDA

HANILON, LAVIGNE, TOPCHIN,
HERZFELD & RUBIN
10 PARSONAGE ROAD
EDISON, NEW JERSEY

63 7/11/96

ARTICLES OF INCORPORATION
OF
350 S. COUNTY ROAD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be 350 S. COUNTY ROAD, INC.

ARTICLE II - Duration

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

The authorized capital stock of the corporation shall be Two Hundred (200) shares, common stock with a One Dollar (\$1.00) per share par value.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - Principal Office and Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 222 Lakeview Avenue, Suite 260, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Joel P. Koeppel. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - Initial Board of Directors

This corporation shall have an Initial Board of Directors of one (1). The number of directors may be either increased or diminished from time to time, but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Joel P. Koepfel
222 Lakeview Avenue - Suite 260
West Palm Beach, FL 33401

ARTICLE VII - Incorporator

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

Joel P. Koepfel
222 Lakeview Avenue - Suite 260
West Palm Beach, Florida 33401


ARTICLE VIII - Management of Corporation by Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - Amendment

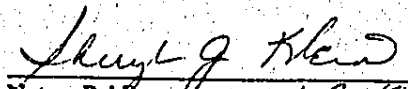
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 8th day of July, 1996.


JOEL P. KOEPPEL

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 8th day of July, 1996 by JOEL P. KOEPPPEL, who is personally known to me and who did not take an oath.


Notary Public, SHERYL G. KLEIN
(Print Name)

My Commission expires:
C/Maurizio/Art-Inc



SHERYL G. KLEIN
MY COMMISSION # CC04780 EXPIRES
November 21, 1997
BONDED THROUGH THE FIDELITY & SECURITY COMPANY, INC.

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

350 S. COUNTY ROAD, INC.

In pursuance of Chapter 48.09, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That 350 S. COUNTY ROAD, INC. organized under the laws of the State of Florida with its principal office at the City of West Palm Beach, County of Palm Beach, State of Florida has named JOEL P. KOEPPPEL, who is located at 222 Lakeview Avenue, Suite 260, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.

By:


JOEL P. KOEPPPEL

C/Maurizio/Reg-Agen

96 JUL 10 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DIVISION OF CORPORATIONS

3156 PM

((H96000009734))

ELECTRONIC RECORDS

STATE SHEET

TO: DEPARTMENT OF CORPORATIONS

FROM:

BOBBY L. GOTTLEB, MRSCHNS, HERRFELD

4001 EAST FLORIDA

10101 EASTVIEW AVENUE

4001 EAST FLORIDA

BEACH FL 33401-

FAX: (904) 922-4000

CONTACT:

10101 EASTVIEW AVENUE

((H96000009734))

DOCUMENT TYPE

STATE SHEET

FAX AUDIT NUMBER

350 8

CURRENT STATUS: REQUESTED

DEPARTMENT OF CORPORATIONS

07/12/1986

15155104

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION

METHOD OF DELIVERY

REGISTERED CHANGE

\$43.75

ACCOUNT NUMBER

102447002647

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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96 JUL 15 PM 3 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name change
LFS

FLORIDA DIVISION OF CORPORATIONS

96 JUL 15 AM 8:08

RECEIVED

4500, 583, 674, 674

JUL-15-1996 12:41

KOEPPPEL & GOTTLIB

487 659 5399 P.81/82



FLORIDA DEPARTMENT OF STATE
Hendra B. Norham
Secretary of State

FILED

96 JUL 15 PM 3 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 15, 1996

350 S. COUNTY ROAD, INC.
222 LANAVIEW AVE SUITE 260
WEST PALM BEACH, FL 33401

SUBJECT: 350 S. COUNTY ROAD, INC.
REF: P96000058100

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The FAX audit number must be on the top and bottom of each page of the document.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000009734
Letter Number: 196A00034162

Ms. Stitt:

This document ~~does~~ contain the FAX audit number on the top & bottom of the page - please let me know if it is still illegible.

(Please note this document is on 8 1/2 X 14" paper - let me know if this is a problem.)

DIVISION OF CORPORATIONS

96 JUL 15 PM 1:29

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

JUL-15-1996 14:29

KOEFFEL & GOTTILIED

407 659 5399 P.01/02



FLORIDA DEPARTMENT OF STATE
Sandra S. Morham
Secretary of State

FILED

96 JUL 15 PM 3:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 15, 1996

350 S. COUNTY ROAD, INC.
222 LAKEVIEW AVE SUITE 260
WEST PALM BEACH, FL 33401

SUBJECT: 350 S. COUNTY ROAD, INC.
REF: P76000058108

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The FAX audit number must be on the top and bottom of each page of the document.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000009734
Letter Number: 196A00034162

DIVISION OF CORPORATIONS

96 JUL 15 PM 2:46

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32304

JUL-15-1996 14:29

KOEPPEL & GOTTLIB

487 659 5399 P.02/02

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
350 S. COUNTY ROAD, INC.

I, the undersigned, being the President and Secretary of 350 S. COUNTY ROAD, INC., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on the 12th day of July, 1996.

AMENDMENT

Article I is hereby amended to read as follows: PANE-CALIXO BAKERIES, INC.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 12th day of July, 1996.

ATTEST:

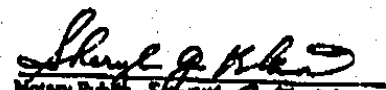


Joel P. Koepfel, Secretary

By: 
Joel P. Koepfel, President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOEL P. KOEPPEL, as President and Secretary of 350 S. COUNTY ROAD, INC., a Florida corporation, who is personally known to me and who did not take an oath, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of July, 1996.


Notary Public 
(Print Name)

Serial Number, if any:

My Commission expires:

Joel P. Koepfel, Esq.
Koepfel, Gottlieb, Mesches,
Hersfeld & Rubin
222 Lakeview Avenue - #260
West Palm Beach, FL 33401
FL Bar No: 137736



CHERYL G. KLINE
NOTARY PUBLIC
My Commission Expires
November 01, 1997
SIGNED THIS 12th DAY OF JULY, 1996

FILED
96 JUL 15 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA