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*Law Office*  
CUNNINGHAM & CUNNINGHAM, P.A.

17 MALCOLM CUNNINGHAM, JR. (1027-1070)  
T. J. CUNNINGHAM\*

PERSONAL INJURY & WRONGFUL DEATH  
GENERAL PRACTICE

\*ALSO MEMBER OF THE BAR

1897 PALM BEACH LAKES BOULEVARD  
CROSSROADS BUILDING, SUITE 201  
WEST PALM BEACH, FLORIDA 33409  
PHONE (407) 883 2900  
FAX (407) 883 2130

August 28, 1996

Department of State  
Office of Secretary of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, Florida 32314

7000019310127  
-03/04/96 -01100 -004  
\*\*\*124.25 \*\*\*124.25

Re: Articles of Incorporation -  
Pao Dolce Baking Company, Inc.

Gentlemen:

We are enclosing herewith the original and one (1) copy of Articles of Incorporation regarding the above captioned together with a check in the amount of \$124.25 to defray the cost of filing, documentary stamp tax for stocks and a certified copy of the Articles of Incorporation.

Please forward to this office a certified copy of the Articles after the same has been filed.

Very truly yours,

  
T. J. Cunningham  
TJC/bw  
enclosures

cc: Robert V. Parenti, Esq.  
cc: Mrs. Maria Saldarriaga

FILED  
96 SEP -3 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*PMC 9.6.96*

ARTICLES OF INCORPORATION  
OF

PAO DOLCE BAKING COMPANY, INC.

FILED  
96 SEP -3 PM 3:53  
TALLAHASSEE STATE  
FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is PAO DOLCE BAKING COMPANY, INC.

ARTICLE II  
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 4012 Broadway, West Palm Beach, Florida 33407.

ARTICLE III  
EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of the State, State of Florida; and shall have perpetual existence.

ARTICLE IV  
PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of wholesale and retail bakery.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE  
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is five (500) hundred. Such shares shall be of a single class, and shall have a par value of one (\$1.00) dollar per share, unless otherwise stated in these Articles, or any Amendment to these Articles. There shall be one (1) class of stock of this corporation, common stock.

ARTICLE VI  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4012 Broadway, West Palm Beach, Florida 33407, and the name of its initial registered agent at such address is MARIA F. SALDARRIAGA.

ARTICLE VII  
DIRECTORS

The number of directors constituting the corporation's initial board of directors is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

NUMBER OF SHARES

MARIA F. SALDARRIAGA - President/Treasurer 4012 Broadway West Palm Beach, Florida 33407	50
ROBERT V. PARENTI - Vice President/Secretary 221 E. Osceola Street Stuart, Florida 34994	50


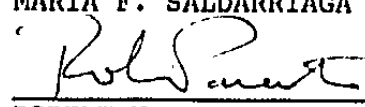
ARTICLE VIII  
INCORPORATORS

The name and address of each incorporator is:

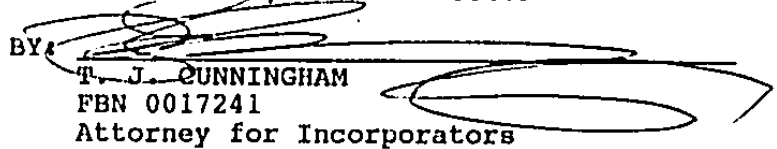
MARIA F. SALDARRIAGA  
4012 Broadway  
West Palm Beach, Florida 33407

ROBERT V. PARENTI  
221 E. Osceola Street  
Stuart, Florida 34994

IN WITNESS WHEREOF, the undersigned incorporators have  
executed these Articles of Incorporation this 28<sup>th</sup> day of August,  
1996.

  
\_\_\_\_\_  
MARIA F. SALDARRIAGA  
  
\_\_\_\_\_  
ROBERT V. PARENTI

CUNNINGHAM & CUNNINGHAM, P.A.  
1897 Palm Beach Lakes Boulevard  
Cross Roads Building, Suite 201  
West Palm Beach, Florida 33409

BY:   
T. J. CUNNINGHAM  
FBN 0017241  
Attorney for Incorporators

TELEPHONE: 561/683 2900

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments,  
in the State and County set forth above, personally appeared MARIA  
F. SALDARRIAGA and ROBERT V. PARENTI, known to me to be the persons  
who executed the foregoing Articles

of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 28<sup>th</sup> day of August, 1996.

Betty W. Wilborn  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



BETTY W. WILBORN  
MY COMMISSION # CC338508 EXPIRES  
January 11, 1998  
BONDED THRU TROY FARM INSURANCE, INC.

APPOINTMENT OF RESIDENT AGENT

FILED

PAO DOLCE, INC., by and through its initial Board 86 SEP -3 PM 3:53  
Directors, hereby appoint MARIA F. SALDARRIAGA as Resident Agent  
pursuant to Florida Statute Section 607, for the acceptance of  
process of service at the corporate principal place of business,  
4012 Broadway, West Palm Beach, Florida 33407, this 28<sup>th</sup> day of  
August, 1996.

Maria F. Saldarriaga  
MARIA F. SALDARRIAGA  
Robert V. Parenti  
ROBERT V. PARENTI

I, MARIA F. SALDARRIAGA, hereby accepts the appointment as  
Resident Agent of PAO DOLCE BAKING COMPANY, INC. and will perform  
all duties required under Florida Statute 607.

DATED this 28<sup>th</sup> day of August, 1996.

Maria F. Saldarriaga  
MARIA F. SALDARRIAGA  
Resident Agent