

NOV-1996 16:00 00 20 00 00 P. 3/05

P96000094787

((H96000016340 7))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: THE COMPANY CORPORATION
076660001006

ACCT#:

CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

FAX #:

NAME: ROYAL DUTCH EUROPEAN BAKERS BY DITSCH, INC.

AUDIT NUMBER.....H96000016340

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

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96 NOV 20 PM 10:00
SECRET
TALLAHASSEE

ARTICLES OF INCORPORATION

OF

Royal Dutch European Bakers by Ditsch, Inc.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be Royal Dutch European Bakers by Ditsch, Inc.
- SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 4000-D N. Orange Blossom Trail, Orlando FL 32804.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 2,500 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is three, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Peter Ditsch	Robert-Bosch-Str. 44-55129 Mainz, Germany
Jacques Bobbe	4000-D N. Orange Blossom Trail, Orlando FL 32804
Peter Eyskens	Rynsburger Weg 83 - 2234 BJ Leiden, The Netherlands

- SEVENTH: The duration of the corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Alison Kochie c/o The Company Corporation
1313 N. Market Street, Wilmington, DE 19801-1151

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 18th day of November, 1996.

State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 18th day of November, 1996 by Alison Kochie.

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

Notary Public

This document was prepared by Alison Kochie, 1313 N. Market Street, Wilmington DE 19801 (302) 575-0440

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

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Royal Dutch European Bakers By Dutch, Inc desiring to organize under the laws of the state of Florida with its principal place of business located in the city of Orange Blossom Trail, State of Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, 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.



Larry Wolfe

11/19/96

Date

H96000016430

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96 NOV 20 AM 10:40
SECTION
TALLAHASSEE
FLORIDA

960000 94787

Requestor's Name

ROYAL DUTCH EUROPEAN BAKERS, INC.
4000 North Orange Blossom Trail
Orlando, FL 32804

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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 97 FEB 14 PM 12:02
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 TALLAHASSEE, FLORIDA

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1997

ROYAL DUTCH EUROPEAN BAKERS, INC.
40000-D NORTH ORANGE BLOSSOM TRAIL
ORLANDO, FL 32804

SUBJECT: ROYAL DUTCH EUROPEAN BAKERS BY DITSCH, INC.
Ref. Number: P96000094787

We have received your document for ROYAL DUTCH EUROPEAN BAKERS BY DITSCH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 397A00005457

RECEIVED
97 FEB 14 AM 8:47
DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

FILED
97 FEB 14 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Royal Dutch European Bakers by Ditsch, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Florida, does hereby certify:

FIRST: That at a meeting of the Board of Directors of **Royal Dutch European Bakers by Ditsch, Inc.**, on the 4th day of December, 1996, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for considerations thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended said Article shall be and read as follows:

"The name of this corporation is **Royal Dutch European Bakers, Inc.**"
and

"Peter Ditsch shall no longer be listed as Chairman of the Board nor will he serve in any capacity for **Royal Dutch European Bakers, Inc.**"

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with the General Corporation Law of the State of Florida at which meeting of the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment as duly adopted in accordance with the provisions of the General Corporation Law of the State of Florida.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said **Royal Dutch European Bakers by Ditsch, Inc.** has caused its corporate seal to be hereunto affixed and this certificate to be signed by **Jacques Bobbe** its authorized officer this 10th day of February, 1997.



C.E.O.
Authorized Officer, Title

Jacques Bobbe, C.E.O.
Typed Name of Authorized Officer, Title