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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

ACCT#: 072720000101

FAX #:

NAME: JA-COBS BAKERY, INC. AUDIT NUMBER.....H97000006660 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

JA-COBS BAKERY INT'L, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is JA-COBS BAKERY INT'L, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 10807 NW 32nd Place, Sunrise, FL 33351.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 of common stock and of one series only. Additional stock may be authorized by the Board of Directors. Restrictions on the sale, use, transfer and encumbrance of the stock may be authorized by the corporation's by-laws.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Eric Jochim, 6832 W. Atlantic Blvd., Margate, Florida 33063.

ARTICLE V. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is Jan Jochim, 10807 NW 32nd Place, Sunrise, FL 33351.

ARTICLE VI. DURATION.

This corporation shall exist perpetually. Corporate existence shall commence on the date this Article is filed with the Secretary of State.

ARTICLE VII. PURPOSE.

The purpose of the corporation is to perform any and all activities, any ownership, or operations necessary to lawfully conduct the sale, production, and manufacturing of bakery products and to lawfully conduct any other lawful business in the State of Florida, the United States and other parts of the world.

This Instrument prepared by:

BARRY M. KAUFMAN, A.
9900 W. SAMPLE ROAD
SUITE 300
CORAL SPRINGS, FL. 33065
954-255-8989
FLA. BAR #0935816

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ARTICLE VIII. MERGER AND CONSOLIDATION

The approval of a majority of the shareholders of this corporation to any plan of merger or consolidations shall be required in every instance, whether or not such approval is required by law.

ARTICLE IX. DIVIDENDS.

The holder of the record of the common stock of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends. In the event of voluntary or involuntary liquidation, dissolution, marshalling of assets, and/or winding up the affairs of the corporation, the holders of record of the outstanding stock shall be paid from the remaining assets of this corporation ratably.

ARTICLE X. VOTING

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 stock.

ARTICLE XI. PREEMPTIVE RIGHTS.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the first right to purchase his/her pro rata share (as nearly as may be done without issuing fractional shares) at the price at which it is offered to others.

ARTICLE XII. BOARD OF DIRECTORS AND OFFICERS

This corporation shall initially have one (1) Director. The number of Directors may be increased from time to time by the By-Laws, but never be less than one (1). The name and address of the initial Directors of this corporation is:

Jan Jochim, 10807 NW 32nd Place, Sunrise, FL 33351.

The officers are: President - Jan Jochim

ARTICLE XIII. BY-LAWS

The initial By-Laws of this corporation shall be adopted by the Directors. By-Laws shall be adopted, altered, amended, or repealed from time to time by either Shareholders or the Board of Directors. However, the Board of Directors shall not alter, amend, or repeal any By-Law adopted by the Shareholders if the Shareholders specifically provide that such By-Law is not subject to amendment or repeal by the Directors.

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ARTICLE XIV. COMPENSATION

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Directors of the Corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XV. INDEMNIFICATION

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

ARTICLE XVI. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4 day of 12, 1997.

INCORPORATOR(S):

JAN JOCHIM

DATE

4/17/97

STATE OF FLORIDA)
COUNTY OF BROWARD) ss

MORAH L. RHODD, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, JAN JOCHIM, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and/or has produced identification in the form of:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 17 day of April, 1997.

Morah L. Rhodd

Notary Public State of Florida,

My Commission expires:

May 31, 1997



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

MA-COBS BAKERY INT'L desiring to organize and/or qualify under the laws of the State of Florida, with its principal place of business at 10807 NW 32nd Place, Sunrise, FL 33351, has named ERIC JOCHIM of 6832 W. ATLANTIC BLVD., MARGATE, FLORIDA, as its agent to accept service of process within Florida.

INCORPORATOR(S):


ERIC JOCHIM

DATE 4/17/97

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.


ERIC JOCHIM

DATE 4/17/97

This instrument prepared by:

BARRY M. KAUFMAN, P.A.
9900 W. Sample Road
Suite 300
Coral Springs, Florida 33065
(954) 295-0989
Florida Bar No.: 0933816

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