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LLOYD GRANET, ESQ

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: LLOYD GRANET

ACCT#: 074632001025

CONTACT: LLOYD GRANET

PHONE: (561)368-3575

FAX #: (561)447-0701

NAME: OLD SCHOOL BREAD COMPANY

AUDIT NUMBER.....H97000009504

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1997

CSC NETWORKS

The name THE OLD SCHOOL BREAD COMPANY has been reserved for 120 days beginning March 28, 1997. The reservation number is R97000001510 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

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LLOYD GRANET, ESQ
Florida Department of State

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 10, 1997

LLOYD GRANET

SUBJECT: OLD SCHOOL BREAD COMPANY
REF: W97000013599

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's Florida Bar membership number in the lower left hand corner of the document if the preparer is a member of the Florida Bar.

The electronically submitted document must also include the preparer's telephone number in the lower left hand corner.

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) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000009504
Letter Number: 197A00031245

ARTICLES OF INCORPORATION
OF
The Old School Bread Company

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is The Old School Bread Company

ARTICLE II. PRINCIPAL OFFICE

The principal place of business address and mailing address of this corporation shall be 111 E. Atlantic Avenue, Delray Beach, Florida 33444.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 (one dollar).

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The name of the initial registered agent whose business office is identical to the registered office is: Larry S. Charme

The address of the registered office of the corporation is: 9970 Central Park Boulevard, Suite 301; Boca Raton, Florida 33428

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

The Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VI. INITIAL DIRECTORS.

The name of the initial director of this Corporation and his street address is: Larry S. Charme 9970 Central Park Boulevard, Suite 301; Boca Raton, Florida 33428.

The persons named as initial director(s) shall hold office for the first year of existence of this Corporation or until he resigns or his successor is elected or appointed and qualified, whichever occurs first.

Prepared By:
Lloyd Granet, Esquire
FL Bar # 525431
5200 Town Center Circle
Suite 301
Boca Raton, Florida 33486
(561) 447-0700

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ARTICLE VII. NATURE OF BUSINESS

The Corporation is organized for the purpose of operating as a bread company and all other legal purposes.


ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation is: Larry S. Charme, 9970 Central Park Boulevard Suite 301, Boca Raton, Florida 33428.

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

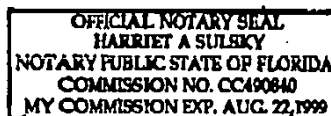
In witness whereof, the undersigned as Incorporator, has executed these Articles of Incorporation on the date set out below.



Larry S. Charme, Incorporator

6/10/97
Date

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public, personally appeared Larry S. Charme, who is to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that s/he subscribed to these Articles of Incorporation on the date set out above.




Notary Public State of Florida
at Large
Commission expiration:
(Notary Seal)

H97000009504

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: The Old School Bread Company
2. The name and address of the registered agent and office is:

Larry S. Charme
9970 Central Park Boulevard
Suite 301
Boca Raton, Florida 33428

SIGNATURE: 

Larry S. Charme

TITLE: President

DATE: 6.10.97

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

Larry S. Charme

DATE: 6.10.97

Prepared By:
Lloyd Granet, Esquire
FL Bar #525431
5200 Town Center Circle
Suite 301
Boca Raton, Florida 33486
(561) 447-0700

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