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September 23, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Fl. 32314

100002304341---E  
-09/26/97--01013--006  
\*\*\*\*140.00 \*\*\*\*\*70.00

Dear Sir/ Madam:

Please file the enclosed Articles of Incorporation for  
BRIAN DELANE HOOPINGARNER IRA, INC. and HOOP'S BREADS, INC.  
I have enclosed my check for filing fees of \$140.00.

Please mail the filed copy of the articles to:

Frank Gutta C.P.A.  
300 N.W. 82nd Ave. #506  
Plantation, Fl. 33324

Sincerely,

Frank Gutta

FILED  
97 SEP 26 AM 11:26  
SECRET  
TALLAHASSEE, FLORIDA

9/26/97

97 SEP 26 AM 11:26  
FILED  
SECRET  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
HOOP'S BREADS, INC.

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HOOP'S BREADS, INC.

The principal place of business of this corporation shall be 4282 NW 54TH STREET COCONUT CREEK FL 33073.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4282 NW 54TH STREET COCONUT CREEK FL 33073. The name of the initial registered agent of the corporation at that address is BRIAN HOOPINGARNER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer/director, initially. The name and street address of the initial officers/directors who shall hold office for the first year of the corporation and every year thereafter until their successors are elected or appointed are:

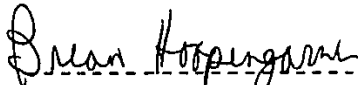
BRIAN HOOPINGARNER - PRESIDENT/DIRECTOR  
4282 NW 54TH STREET  
COCONUT CREEK FL 33073

ARTICLE VIII. SUBSCRIBER

The names and street address of the subscribers to these articles of incorporation is:

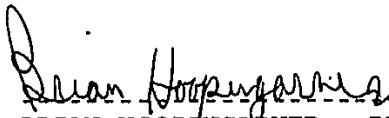
BRIAN HOOPINGARNER  
4282 NW 54TH STREET  
COCONUT CREEK FL 33073

IN WITNESS WHEREOF, the undersigned has hereunto  
set his hand and seal on this       day of       1997.



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BRIAN HOOPINGARNER - SUBSCRIBER

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



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BRIAN HOOPINGARNER - REGISTERED AGENT

FILED  
97 SEP 26 AM 11:26  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE