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LOVERING & VANCE

ATTORNEYS AT LAW
200 Brevard Avenue
Cocoa, Florida 32922

Lealand L. Lovering
L. Alexander Vance

FILED
OCT 13 1997
TALLAHASSEE, FLORIDA
Telephone: (407) 636-4861
Facsimile: (407) 636-4865

October 10, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

EFFECTIVE DATE
10-10-97

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-10/13/97--01048--009
****122.50 ****122.50

RE: STEWART HOSPITALITY GROUP, INC.

Dear Sirs:

Enclosed herewith please find the Articles of Incorporation on the above captioned corporation, STEWART HOSPITALITY GROUP, INC., for filing with your office along with a duplicate copy for certification and our check in the amount of \$122.50 to cover the following:

Filing Fees.....	\$ 35.00
Certified copy of Articles.....	52.50
Registered Agent Designation.....	35.00
	<u>\$122.50</u>

We would appreciate it if you would return a certified copy of the Articles to this office. Thank you for your assistance in this matter. If you have any further questions, please do not hesitate to contact me.

Yours very truly,

L. Alexander Vance

L. ALEXANDER VANCE

LAV/cam
Enclosures

F. ON... OCT 14 1997

cam/corporat/corp.ltr

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE
10-10-97 **STEWART HOSPITALITY GROUP, INC.**

FILED
97 OCT 13 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation hereby execute the same for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be: STEWART HOSPITALITY GROUP, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be and is as follows:

To conduct, carry on, operate and engage in the business of production and marketing baked goods.

To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned or held by this corporation.

To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness, to own, buy, mortgage, sell or otherwise dispose of and to deal in and with property of all kinds as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporation as may be owned by it, the same as a natural person might do and to enter into such agreements, contracts and stipulations and make such arrangements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended, and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

To become a member of and enter into any partnership or joint venture agreement for sharing profits with any person, firm or corporation.

To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or

in a company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

To engage in or carry on any business activity or commercial enterprise which is lawful under the laws of the State of Florida, and the laws of the United States of America.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article shall be in anywise limited or restricted by reference to or inference from the terms of any other objects powers or clauses of this Article or any other Article in this Certificate, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is Two Hundred Thousand (200,000) shares of common stock of One Dollar (\$1.00) par value; all that are issued to be fully paid and exempt from assessment. Each shareholder, upon the sale for cash or any other consideration 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 (as nearly as may be done without issue of fractional shares) at the price at which it is offered to others.

The capital stock may be paid for in cash, property, labor or services, the value of which property, labor or services shall be fixed by the Directors in the manner provided for by the Florida Statutes.

ARTICLE IV

The amount of capital with which this corporation shall begin business will be not less than Five hundred Dollars (\$500.00).

ARTICLE V

This corporation is to have perpetual existence, and shall commence existence on the date of subscription, October 10, 1997, as is authorized by Florida Statute 607.167.

ARTICLE VI

The principal office of this corporation shall be 1005 Merien Court, Oviedo, Florida 32765.

ARTICLE VII

The initial registered agent of this corporation shall be Robert E. Stewart, and the registered office shall be 1005 Merien Court, Oviedo, Florida 32765.

ARTICLE VIII

The number of Directors shall be not less than one (1) but no more than five (5).

ARTICLE IX

The name and post office address of the first Board of Directors and Officers, who, subject to the provisions of the Articles of Incorporation and the By-Laws of the corporation and the first year of the corporation's existence, or until their successors are elected and have qualified are:

NAME AND ADDRESS

OFFICE

Robert E. Stewart
1005 Merien Court
Oviedo, FL 32765

Director & Chairman of Board

Jeffrey E. Stewart
1005 Merien Court
Oviedo, FL 32765

President & Director

Barry D. Stewart
3440 N. Goldenrod Road, Apt. 327
Winter Park, FL 32792

Vice President, Treasurer
and Director

Rebecca S. Stewart
3440 N. Goldenrod Road, Apt. 327
Winter Park, FL 32792

Secretary and Director

ARTICLE X

The name and post office address of the subscriber to these Articles of Incorporation, and the number of shares he agrees to take, are as follows, to wit:

NAME AND ADDRESS

SHARES

Robert E. Stewart
1005 Merien Court
Oviedo, FL 32765

1700

Jeffrey E. Stewart
1005 Merien Court
Oviedo, FL 32765

100

Barry D. Stewart
3440 N. Goldenrod Road, Apt. 327
Winter Park, FL 32792

100

Rebecca S. Stewart
3440 N. Goldenrod Road, Apt. 327
Winter Park, FL 32792

100

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

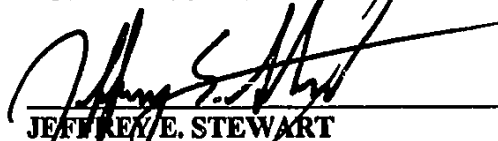
ARTICLE XI

The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, ROBERT E. STEWART, JEFFREY E. STEWART, BARRY D. STEWART and REBECCA S. STEWART, being the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, accordingly we have hereunto set our hands and seal this 7th day of October, 1997.


ROBERT E. STEWART


JEFFREY E. STEWART


BARRY D. STEWART


REBECCA S. STEWART

STATE OF FLORIDA)
COUNTY OF BREVARD)

October The foregoing Articles of Incorporation were acknowledged before me this 1st day of October, 1997, by ROBERT E. STEWART, who is personally known to me and who did (not) take an oath.

(SEAL)



NANCY ANN JACHIMIAK
My Comm Exp. 6/03/2001
Bonded By Service Ins
No. CC652536
[] Personally Known [] Other I.D.

Nancy Ann Jachimiak
Notary Public
State of Florida at Large

My Commission Expires:

October The foregoing Articles of Incorporation were acknowledged before me this 6th day of October, 1997, by JEFFREY E. STEWART, who is personally known to me and who did (not) take an oath.

(SEAL)



NANCY ANN JACHIMIAK
My Comm Exp. 6/03/2001
Bonded By Service Ins
No. CC652536
[] Personally Known [] Other I.D.

Nancy Ann Jachimiak
Notary Public
State of Florida at Large

My Commission Expires:

October The foregoing Articles of Incorporation were acknowledged before me this 2nd day of October, 1997, by BARRY D. STEWART, who is personally known to me and who did (not) take an oath.

(SEAL)



NANCY ANN JACHIMIAK
My Comm Exp. 6/03/2001
Bonded By Service Ins
No. CC652536
[] Personally Known [] Other I.D.

Nancy Ann Jachimiak
Notary Public
State of Florida at Large

My Commission Expires:

October The foregoing Articles of Incorporation were acknowledged before me this 6th day of October, 1997, by REBECCA S. STEWART, who is personally known to me and who did (not) take an oath.

(SEAL)



NANCY ANN JACHIMIAK
My Comm Exp. 6/03/2001
Bonded By Service Ins
No. CC652536
[] Personally Known [] Other I.D.

Nancy Ann Jachimiak
Notary Public
State of Florida at Large

My Commission Expires:

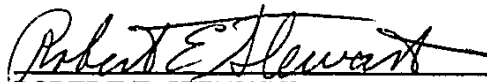
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, NAMING AGENT UPON
WHO PROCESS MAY BE SERVED

In pursuant of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with this Act:

FIRST: That STEWART HOSPITALITY GROUP, INC., desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1005 Merien Court, Oviedo, Florida 32765 has named Robert E. Stewart (designated agent) whose address is 1005 Merien Court, Oviedo, Florida 32765 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


ROBERT E. STEWART
Resident Agent

FILED
97 OCT 13 AM 11:16
CLERK OF COURT
TALLAHASSEE, FLORIDA