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GLICKMAN, WITTERS, MARELL AND JAMIESON

ATTORNEYS AT LAW

THE CENTURION

SUITE 1101

1601 FORUM PLACE

WEST PALM BEACH, FLORIDA 33401

98 JAN 16 AM 9:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA 32301

TELEPHONE  
(561) 478-1111

TELECOPIER  
(561) 478-2433

GARRY M. GLICKMAN  
CURTIS L. WITTERS  
BOARD CERTIFIED IN MARITAL AND FAMILY LAW  
WILLIAM J. MARELL  
CHARLES D. JAMIESON

January 12, 1998

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-01/16/98--01074--002  
\*\*\*122.50 \*\*\*122.50

Corporate Record Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

Reference: Palm Beach Bread Company


Gentlemen:

We are enclosing the original and a duplicate copy of the Articles of Incorporation of this proposed corporation together with a Designation of Registered Agent and Acceptance of Designation. The duplicate copy of the Articles have been subscribed and acknowledged by the subscriber in the same manner as the original.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to us. Enclosed is a check for \$122.50 to cover the \$35.00 filing fee, \$52.50 for the certificate fee and \$35.00 for the registered agent and designation fee.

Sincerely,

GLICKMAN, WITTERS, MARELL AND JAMIESON

  
Garry M. Glickman

GMG:jt  
Enclosures (as noted above)

P. Hall  
JAN 20 1998

ARTICLES OF INCORPORATION

OF

PALM BEACH BREAD COMPANY

FILED

98 JAN 16 AM 9:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, is a sole person competent to contract, and hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:

PALM BEACH BREAD COMPANY

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is: Any business or business activity permitted under the laws of the State of Florida and the United States.

ARTICLE III

CAPITAL STOCK

The maximum number of shares this corporation is authorized to have outstanding at any one time is 1000 shares of common stock with a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the Registered Office of this corporation in the State of Florida is:

1601. Forum Place  
Ste. 1101  
West Palm Beach, Fl 33401

The Registered Agent of the corporation at the Corporation's Registered Office is:

Garry M. Glickman

ARTICLE VI

PRINCIPAL CORPORATE OFFICE

The principal corporate office is:

30 Princewood Lane  
Palm Beach Gardens, Fl 33410

ARTICLE VII

DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the member of the first Board of Directors are:

John A. Greene  
30 Princewood Lane  
Palm Beach Gardens, Fl 33410

ARTICLE IX

INCORPORATOR

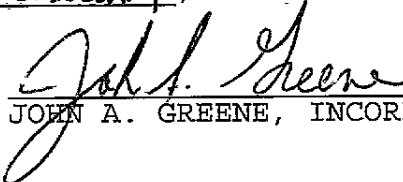
The name and address of the incorporator of these Articles of Incorporation is:

John A. Greene  
30 Princewood Lane  
Palm Beach Gardens, Fl 33410.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 12 day of January, 1998.

  
JOHN A. GREENE, INCORPORATOR

STATE OF FLORIDA

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] ss:

COUNTY OF PALM BEACH

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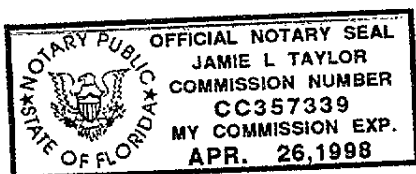
The foregoing instrument was acknowledged before me this 12th day of January, 1998 by JOHN A. GREENE as incorporator of the afore-described Articles of Incorporation, who is personally known to me and did take an oath.

NOTARY PUBLIC:

SIGN

PRINT

STATE OF FLORIDA AT LARGE (SEAL)  
MY COMMISSION EXPIRES:



DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE OF DESIGNATION

In compliance with Section 607.034, Florida Statutes, the following is submitted:

FILED  
98 JAN 16 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PALM BEACH BREAD COMPANY**

desiring to organize or qualify under the laws of the State of Florida, with its registered office located at 1601 Forum Place, Ste. 1101, West Palm Beach, Florida 33401 has named Garry M. Glickman, Esquire as its agent to accept service of process within Florida.

Signature John A. Greene  
JOHN A. GREENE

Title: Incorporator

Date: 1/12/98

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.

Signature Garry M. Glickman  
GARRY M. GLICKMAN, ESQ.

Date: 1/12/98