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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: GRANDDADDY'S BAKERY, INC.

AUDIT NUMBER.....H98000003227

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

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 18, 1998

FAS-T CORP AGENTS INC

SUBJECT: GRANDDADDY'S BAKERY, INC.
REF: W98000003562

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 name of the entity must be identical throughout the document.

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

of

GRANDDADDY'S BAKERY , INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I- CORPORATE NAME

The name of the corporation is:

GRANDDADDY'S BAKERY , INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares(500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME EDGARDO PIANA
ADDRESS 967 JULIA HEIGHTS DR.
CITY LANATANA FLORIDA ZIP 33462

Prepared By: MIGUEL ACCOUNTING SERVICE
1695 FLORIDA MANGO ROAD,STE#3
WEST PALM BEACH,FL 33406
(561)642-8409

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The principal office, if known, or the mailing address of the corporation is:

NAME GRANDDADDY'S BAKERY, INC.
ADDRESS 967 JULIA HEIGHTS DR.
CITY LANTANA FLORIDA ZIP 33462

ARTICLE VI - INITIAL BOARD OF DIRECTORS
This corporation shall have TWO (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follow:

NAME EDGARDO PIANA
ADDRESS 967 JULIA HEIGHTS DR.
CITY LANTANA STATE FLORIDA ZIP 33462

NAME LUIS ALBERTO CASSIMI
ADDRESS 705 ROSELAND DR.
CITY WEST PALM BEACH STATE FLORIDA ZIP 33405

NAME _____
ADDRESS _____
CITY _____ STATE FLORIDA ZIP 334

NAME _____
ADDRESS _____
CITY _____ STATE FLORIDA ZIP 334

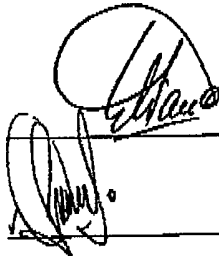
ARTICLE VII - INCORPORATORS
The names and addresses of the incorporates signing these Articles of Incorporation are as follows:

NAME EDGRADO PIANA
ADDRESS 967 JULIA HEIGHTS DR.
CITY LANTANA STATE FLORIDA ZIP 33462

NAME LUIS ALBERTO CASSIMI
ADDRESS 705 ROSELAND DR.
CITY WEST PALM BEACH STATE FLORIDA ZIP 33405

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IN WITNESS WHEREOF, the undersigned and subscriber(s)
have executed these Articles of Incorporation this 24TH
DAY OF NOVEMBER of 1997.

A handwritten signature in dark ink is written over a circular stamp. The signature appears to be "J. H. H." or similar. The stamp is partially obscured by the signature.

(Seal)

(Seal)

(Seal)

(Seal)

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CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

GRANDDADDY'S BAKERY, INC. , INC.
(Name of Corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at GRANDDADDY'S BAKERY, INC. INC.
967 JULIA HEIGHTS DR.
LANTANA , FLORIDA ZIP CODE 33462

has named EDGARDO PIANA

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

(REGISTERED AGENT)