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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

FAX #: (850)922-4001
ACCT#: 072450003255
FAX #: (305)541-3770

NAME: ROMANO'S BAKERY DISTRIBUTORS INC.
AUDIT NUMBER.....H98000004961
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

ROMANO'S BAKERY DISTRIBUTORS INC

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

FIRST: The name of the Corporation is:

ROMANO'S BAKERY DISTRIBUTORS INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

One Thousand Shares (1,000) at \$1.00 par value.

FIFTH: The street address of the initial registered and principal office of the Corporation shall be:

22719 HORSESHOE WAY
BOCA RATON FL 33428

and the name of its initial Registered Agent at such address is:

RICHARD D HALL

H98000004961

Prepared by: Peter Jacobsen
Southeast Accounting & Tax Group, Inc.
6418 N.W. 5 Way, Ft. Lauderdale, FL 33309
(954) 491-5727

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SIXTH:

The number of Directors constituting the initial Board of Directors of the Corporation is ONE, and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until their successors are elected and shall qualify is:

RICHARD D HALL
22719 HORSESHOE WAY
BOCA RATON FL 33428

The name and address of each incorporator is:

RICHARD D HALL
22719 HORSESHOE WAY
BOCA RATON FL 33428

Dated: MARCH 13, 1998




RICHARD D HALL

State of Florida:
County of Broward:

The foregoing instrument was acknowledged before me this 13TH day of MARCH, 1998 by RICHARD D HALL.



PETER JACOBSEN
COMMISSION # 00 445335
EXPIRES MAR 16 1999
122-267 THRU
ATLANTIC SHIP CO., INC.



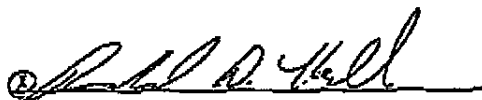
PETER JACOBSEN

Notary Public

Personally Known xxx OR Produced Identification

Type of Identification Produced

RICHARD D HALL, having been designated to act as
Registered Agent hereby agrees to act in this capacity.



RICHARD D HALL

Prepared by: Peter Jacobsen
Southeast Accounting & Tax Group, Inc.
6418 N.W. 5 Way, Ft. Lauderdale, FL 33309

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