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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SOUTH COUNTY BAKERY DISTRIBUTORS INC.

AUDIT NUMBER...... H98000004960

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

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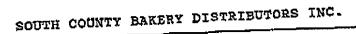
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STATE OF FLORIDA ARTICLES OF INCORPORATION OF





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:
	SOUTH COUNTY 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.
<u>FIFTH:</u>	The street address of the initial registered and principal office of the Corporation shall be:
	6503 WINFIELD BLVD MARGATE PL 33063
	and the name of its initial Registered Agent at such address is:
	PETER J KRAMER

H98000004960

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

H98000004966 The number of Directors constituting the initial Board of Directors of the SIXTH: Corporation is __one_, and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders of until their sucessors are elected and shall qualify is: PETER J KRAMER 6503 WINFIELD BLVD MARGATE FL 33063 The name and address of each incorporator is: PETER J KRAMER 6503 WINFIELD BLVD MARGATE FL 33063 Dated: MARCH 13 , 19 98 State of Florida: County of Broward: The foregoing instrument was acknowledged before me this 13TH day of MARCH 1998 by PETER J KRAMER PETER JACOSSEN COMMISSION # CC 445833 EXPIRES MAIN 16 1999 Notary Public

PETER J KRAMER

, having been designated to act as

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

Personally Known __xxxx OR Produced Identification

Registered Agent hereby agrees to act in this capacity.

Type of Identification Produced_

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