

April 24, 1998

AFFORDABLE Bookkeeping & Taxes  
3910 Country Club Blvd.  
Cape Coral, Fl. 33904  
941-549-4322

EFFECTIVE DATE

5/1/98

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

600002472236--9  
-03/30/98--01072--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: BREAD HAUS BAKERY-EATERY, INC.

Division of Corporations:

Enclosed please find Articles of Incorporation for BREAD HAUS BAKERY-EATERY, INC. along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Please use the date of May 1, 1998 for the date of Incorporation.

Also enclosed is a photocopy of the Articles. Please return to me with the filing date stamped on it.

Thank You,

Affordable Bookkeeping & Taxes

*Etta R. Kohl*  
Etta R. Kohl

Enclosures

FILED  
98 MAR 30 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Etta GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM.

*apt 2, 9 cert*

*4/2/98*

*T.A.*

*TA-4/2/98*

**ARTICLES OF INCORPORATION**  
**OF**  
**BREAD HAUS BAKERY-EATERY, INC.**

EFFECTIVE DATE  
5/1/98

**ARTICLE 1. NAME**

The name of this corporation shall be:

**BREAD HAUS BAKERY-EATERY, INC.**

**FILED**  
98 MAR 30 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 11. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be **May 1, 1998.**

This corporation's duration shall be perpetual.

**ARTICLE 111. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue **100 shares** of Common Stock, with a par value of **\$10.00** per share of common stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office is:

**P.O. BOX 448, FT. MYERS, FL 34133**

The name of the individual who shall serve as this corporation's initial registered agent is:

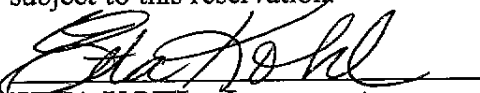
**DAVID OGILVIE  
5100-201 Cleveland Ave.  
Ft. Myers, FL 33907**

### **ARTICLE X. INCORPORATOR**

The name and address of the individual who will serve as this corporation's incorporator is: **ETTA KOHL, Affordable Bookkeeping & Taxes, 3910 Country Club Blvd., Cape Coral, FL 33904.**

### **ARTICLE VII AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



**ETTA KOHL - Incorporator**  
**Affordable Bookkeeping & Taxes**  
A DIVISION OF CALLA LILY, INC.  
**3910 Country Club Blvd.**  
**Cape Coral, FL 33904**

## **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its Registered office addresses, and opens for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be three. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors is:

**DAVID OGILVIE**  
**P.O. BOX 448**  
**BONITA SPRINGS, FL 34134**

**ARNO GOLDERER**  
**5100-201 CLEVELAND AVE.**  
**FT. MYERS, FL 33907**

**REINHARD JACOB**  
**16260 DUBLIN CIR #2**  
**FT. MYERS, FL 33907**

**CERTIFICATE OF DESIGNATION OF**

**REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607-0501 of the Florida Business Corporation Act, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is **BREAD HAUS BAKERY-EATERY, INC.**
2. The name and address of the registered agent and office of the corporation

Is: **DAVID OGILVIE**, 5100-201 Cleveland Ave., Ft. Myers, FL 33907.

Dated this 26 day of March, 1998.

**BREAD HAUS BAKERY-EATERY, INC.**

By: *Arno Golderer*  
**ARNO GOLDERER, PRESIDENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 26 day of March, 1998.

*David Ogilvie*  
**DAVID OGILVIE**  
Registered Agent

**FILED**  
98 MAR 30 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA