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Law Offices of
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Office of the Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32301

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****122.50 ****122.50

RE: Breadworks Bakery & Cafe, Inc.

Gentlemen:

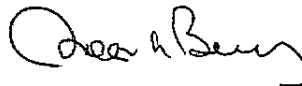
Attached are the original and one (1) copy of Articles of Incorporation for the above with my check for \$122.50 representing:

Filing fees	\$35.00
Certified Copy	\$52.50
Resident agent designation	\$35.00

Please return the certified copy to my office after filing.

Thank you.

Yours very truly,


Roger L. Berry

RLB/bb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 AM 8:51

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ARTICLES OF INCORPORATION
OF
BREADWORKS BAKERY & CAFE, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL -7 AM 8:52

The undersigned, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Chapter 607, Florida Statutes, certifies:

ARTICLE I

NAME

The name of this corporation is BREADWORKS BAKERY & CAFE, INC.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

ADDRESS PRINCIPAL OFFICE

The address of the principal office is 300 Flagler Avenue, New Smyrna Beach, FL 32169, the mailing address is the same.

ARTICLE IV

PURPOSE

The general purpose and objective of this corporation is all facets of operating a bakery and cafe and any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V

CAPITAL STOCK

The capital stock of this corporation shall be divided into Seventy Five Hundred (7500) shares of common stock with par value

of \$1.00 per share.

ARTICLE VI

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this corporation is 300 Flagler Avenue, New Smyrna Beach, FL 32169 and the name of the initial registered agent of this corporation at that address is Sarah D. Kerner.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

Directors constituting the initial Board of Directors shall be:

Sarah D. Kerner
815 Hope Avenue
New Smyrna Beach, FL 32169

ARTICLE IX

INITIAL OFFICERS

The initial officers of this corporation shall be:

President - Sarah D. Kerner
Secretary-Treasurer - Sarah D. Kerner

ARTICLE X

INCORPORATORS

The name and address of the incorporator is:

Sarah D. Kerner
815 Hope Avenue
New Smyrna Beach, FL 32169

ARTICLE XI

INDEMNIFICATION

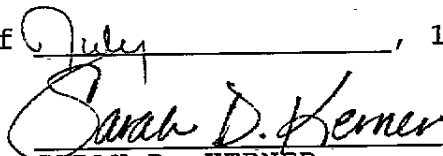
The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has hereunto set her hand and seal this 2 day of July, 1998.



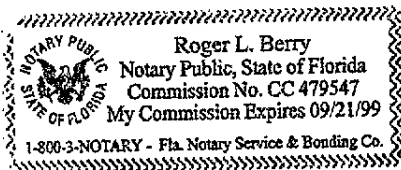
SARAH D. KERNER

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day personally appeared before, the undersigned authority, SARAH D. KERNER, to me well known and

known to me to be the person described in and who executed the foregoing Articles of Incorporation of **BREADWORKS BAKERY & CAFE, INC.**, and who acknowledged before me that she executed the same as her free act and deed for the uses and purposes therein set forth and expressed.

WITNESS my hand and seal this 2 day of July, 1998.



Roger L. Berry
Signature of Notary Public
Roger L. Berry
Printed or typed name of Notary
Notary Public-State of Florida

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

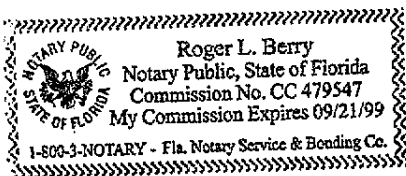
I, SARAH D. KERNER, as the Registered Agent for BREADWORKS BAKERY & CAFE, INC., hereby state the following: I am hereby familiar with and accept the duties and responsibilities as registered agent for BREADWORKS BAKERY & CAFE, INC.

Sarah D. Kerner
SARAH D. KERNER

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and county set forth above, personally appeared SARAH D. KERNER, known to be the person who executed the foregoing Certificate and Acknowledgement of Registered Agent.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this the 2 day of July, 1998.



Roger L. Berry
Signature of Notary Public
Roger L. Berry
Printed or typed name of Notary
Notary Public-State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 AM 8:52