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CHARLES P. HOSKIN

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July 7, 1998

FILED
98 JUL 13 PM 2:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Florida Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

Re: (1) RDV MANAGEMENT GROUP, INC.
(2) CAPRI INTERNATIONAL BAKERY, INC.

Dear Sirs:

Enclosed are the original of the Articles of Incorporation for the two corporations listed above and a check from our firm account in the amount of \$140.00 representing your fee for filing the Articles of Incorporation and designations of registered agent.

Please file the Articles and return the Notices of Filing and Document Numbers to my office.

Thank you for your assistance. Should you have any questions, please give me a call.

Very truly yours,

Charles P. Hoskin
CHARLES P. HOSKIN

CPH:sw
Enclosures
cc: Mr. Robert de Varona

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ARTICLES OF INCORPORATION
OF
CAPRI INTERNATIONAL BAKERY, INC.

Pursuant to Chapter 607 Florida Statutes, the undersigned incorporator hereby adopts the following Articles of Incorporation:

1. The name of the corporation is **CAPRI INTERNATIONAL BAKERY, INC.**

2. The street address of the initial principal office and mailing address of the corporation are 2430 Airport Boulevard, Pensacola, Florida 32504.

3. The number of shares the corporation is authorized to issue is 10,000.

4. Each shareholder of this corporation shall have the first right to purchase shares (and any securities convertible to shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of shares, and inviting them to exercise their preemptive rights. This right may also be waived by

affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

5. The street address of the corporation's initial registered office and the name of it's initial registered agent at the office are as follows:

Robert de Varona
2340 Airport Boulevard
Pensacola, FL 32504

6. The name and address of each incorporator is as follows:

Robert de Varona
2340 Airport Boulevard
Pensacola, FL 32504

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of July, 1998.


ROBERT de VARONA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.


ROBERT de VARONA

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TALLAHASSEE, FLORIDA

The foregoing Acceptance of Appointment as Registered Agent was sworn to and subscribed before me this 8th day of July, 1998, by Robert de Varona, who is personally known to me or who has produced Florida Drivers License as identification and who did (did not) take an oath.



NOTARY PUBLIC

Printed Name:

CHARLES P. HOSKIN

"Notary Public-State of Florida"

My Commission Expires May 17, 1999

CC 442438