

**PETER J HUDSON, ACCOUNTANT, PA
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Telephone (904) 635-2111

January 1, 1999

SECRETARY OF STATE

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

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Dear Sir or Madam:

Enclosed are the articles of incorporation for my client herein named along with my check covering the fees required.

Please process this document as soon as possible and return it to me.

If you have any questions, please call me at the telephone number indicated above. My office hours are 9 AM to 5 PM CST Monday through Friday.

Sincerely yours,

Sincerely yours,
Peter J. Hudson
PETER J HUDSON

FILED
99 JAN 21 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAN 27 1999

ARTICLES OF INCORPORATION
OF
DEB-GUY DISTRIBUTORS, INC

FILED

99 JAN 21 AM 8:52

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, subscribing to these articles of incorporation being a natural person competent to contract, do hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be and is

DEB-GUY DISTRIBUTORS, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

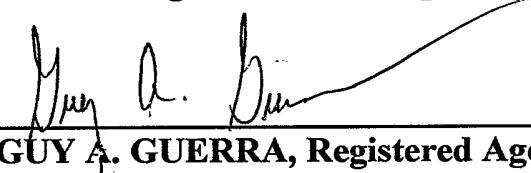
1. To engage in the business of providing bakery products to various business on a wholesale basis.
2. To transact any other lawful business for which a corporation may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
4. To engage in any other activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V

C The address of the initial registered office of the corporation is 412-C Sea Rover Lane in the City of Fort Walton Beach, in the County of Okaloosa, State of Florida. The name of the registered agent at that address is GUY A. GUERRA, who hereby accepts the appointment by signing hereunder. This is also the mailing address of the principal office of the corporation.


GUY A. GUERRA, Registered Agent

90 JAN 21 AM 8:52
SECRETARY OF STATE
FLORIDA
Tallahassee

FILED

ARTICLE VI

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business affairs of the corporation shall be managed under the control of the shareholders.

The power to make, alter, amend and repeal the bylaws of the corporation shall be reserved to the shareholders of the corporation.

The shareholders shall have the right to determine, in every instance, the consideration for which the shares of the corporation shall be issued.

ARTICLE VII

The name and address of the initial incorporator is:

NAME	ADDRESS
GUY GUERRA	412-C SEA ROVER LANE FT. WALTON BCH., FL 32548

Guy A. Guerra

**412-C Sea Rover Lane
Fort Walton Beach, FL 32548**

IN WITNESS THEREFORE, I, the undersigned, being the original subscriber to the corporation hereinbefore named, have hereunto set my hand and seal this 20th day of January 1999 for the purpose of forming this corporation to do business both within and without the State of Florida and pursuant to the corporation law of the State of Florida, do make and file in the office of the Secretary of State of the State of Florida, these articles of incorporation and certify that the facts herein are true and correct.


GUY A. GUERRA

STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this date, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared GUY A. GUERRA, the individual described in and who executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal on the 30th day of January 1999.

State of Florida

County of Okaloosa

Subscribed and sworn to (or affirmed) before me this 20th day of Jan., 1999 by

Guy Guerra who produced F4/NL as ID.

Cathy A. Florey
Notary Public

My commission expires Nov 8, 2002



Cathy A Florey

My Commission CC788925

Expires November 8 2002