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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 791-3109

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 23 AM 11:21

FLORIDA PROFIT CORPORATION OR P.A.**FRESH BREAD OF FLORIDA-ONE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

B. McKnight JUL 23 1999

**ARTICLES OF INCORPORATION
OF
FRESH BREAD OF FLORIDA - ONE, INC.**

ARTICLE ONE:

The name of this corporation is: FRESH BREAD OF FLORIDA - ONE, INC.

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is:

2875 N.E. 191 Street, Suite 500, Aventura, FL 33180

Prepared by Staci H. Genet, Esq.
Florida Bar No. 980420
Rosenthal Rosenthal Raaco
2875 N.E. 191 St., Suite 500
Aventura, FL 33180
Tel: (305) 937-0300

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and the name and address of the Registered Agent of this corporation is:

Staci H. Genet
Rosenthal Rosenthal Rasco
2875 NE 191 Street, Suite 500
Aventura, FL 33180

ARTICLE SIX:

This corporation shall have two (2) directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The names and addresses of the initial director of this corporation is:

Sandy B. Becher
c/o Rosenthal Rosenthal Rasco
2875 N.E. 191 Street, Suite 500
Aventura, FL 33180

Daniel J. Schwartz
c/o Rosenthal Rosenthal Rasco
2875 N.E. 191 Street, Suite 500
Aventura, FL 33180

ARTICLE SEVEN:

The name and address of the Incorporator of this corporation, who is the person signing these Articles is:

Staci H. Genet
Rosenthal Rosenthal Rasco
2875 NE 191 Street, Suite 500
Aventura, FL 33180

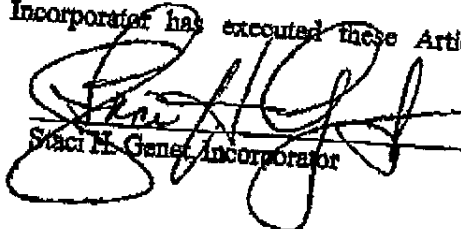
ARTICLE EIGHT:

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

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NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of July, 1999.


Staci H. Genet, Incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)
ss

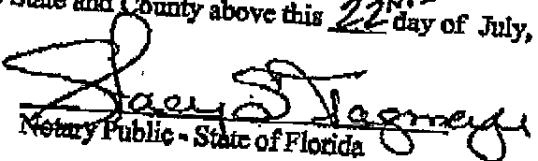
BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared STACI H. GENET, to me well known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 22ND day of July, 1999.



Stacy S. Tagore
My Commission C2206604
Expires April 04, 2001

My commission expires:


Notary Public - State of Florida

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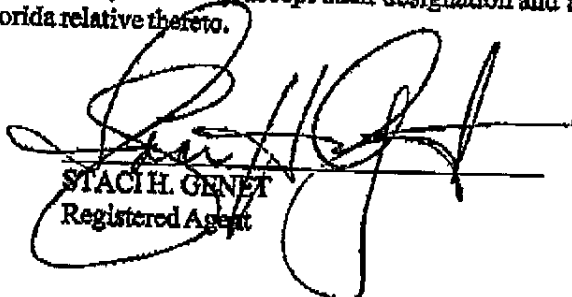
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ACCEPTANCE OF REGISTERED AGENT

I, STACI H. GENET, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of, do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.


STACI H. GENET
Registered Agent

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