

P99000093651

Joseph Colasaccio
3287 N. Federal Highway
Pompano Beach, Florida 33064

September 22, 1999

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

400003020794--4
-10/21/99-01060-011
****122.50 ****78.75

Re: THE UPPER CRUST BAKING CO., INC.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the
above referenced corporation and check in the amount of
\$122.50 to cover the of filing same.

Upon approval and filing of the Articles of Incorporation
please return a certified copy of same in the enclosed
self addressed stamped envelope.

Thanking you in advance, I remain.

Very truly yours,


Joseph Colasaccio
COLASACCIO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 21 PM 12:08

FILED

I T. Burch OCT 25 1999

ARTICLES OF INCORPORATION
OF
THE UPPER CRUST BAKING CO., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is: THE UPPER CRUST BAKING CO., Inc.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

- a. Any and all legal purposes, including, but not limited to, Baking, and all Bakery related products for retail and wholesale sales and distribution.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any share of stock, bonds, debentures, notes and mortgages, or other instruments representing rights or interests there-in or any property or assets created or issued by any person, firm, association, or corporation, any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any legal manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

- c. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.
- d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the state of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of common voting stock at \$1.00 par value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro-rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is: 3287 N. Federal Highway, Pompano Beach, Florida, 33064, and the name of its registered agent at that address is: Joseph Colasacco.
COLASACCO

ARTICLE VIII - DIRECTORS

The number of the directors of the corporation from time to time shall be as set forth in the By-Laws. The number of Directors constituting the initial Board of Directors of this Corporation is two (2).

The name and address of the persons to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Joseph Colasacco COLASACCO	3287 N. Federal Highway Pompano Beach, Fl 33064
Nick Bimonte	3287 N. Federal Highway Pompano Beach, Fl 33064

ARTICLE IX - INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joseph Colasacco COLASACCO	3287 N. Federal Highway Pompano Beach, Fl 33064

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or Officers or are financially interested, shall either be void or voidable because of such relationship or interest if:

- (a) the fact of such relationship or interest is disclosed or known to the board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent of such interested Director; or
- (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be countered in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 19th day of ~~September~~, 1999
Oct

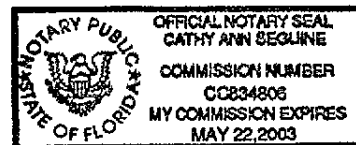
Joseph Colasacco
Joseph Colasacco
Incorporator COLASACCO
DLTZ

STATE OF FLORIDA)
) ss:
BROWARD COUNTY)

The foregoing Articles of Incorporation were acknowledged before me this 19th day of September, 1999


NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 21 PM 12:08

FILED

The following is submitted pursuant to Section 48.091(1)
and 607.034, Florida Statutes:

THE UPPER CRUST BAKING CO., INC., desiring to organize under
the laws of the State of Florida, being in the County of
Broward... at 3287 N. Federal highway, Pompano Beach,
Florida, 33064, has named Joseph Colasacco, located at
3287 N. Federal Highway, Pompano Beach, Fl 33064, as its
initial registered agent to accept service of process with-
in this state.


ACKNOWLEDGEMENT:

Having been named to accept service of process for the stat-
ed corporation, at the initial registered office of the Corp-
oration in this state, I hereby accept to act in this capac-
ity and agree to comply with the provisions of said statute
relative to keeping the registered office of the corporation
open from 10:00a.m. to noon each day, except Saturdays, Sun-
days, and legal holidays, and to post therein a sign designat-
ing the name of the corporation and the name of its regis-
tered agent.

DATE:

9/22/99

By:


Joseph Colasacco
Registered Agent COLASACCO