

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

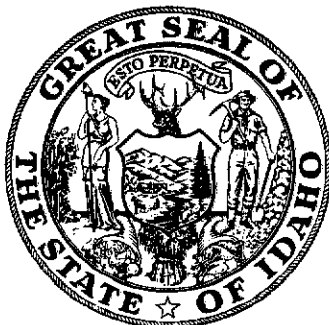
APPLE ANNIE'S BREADBASKET, INC.

File number C 115684

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 9, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

APPLE ANNIE'S BREADBASKET, INC.

KNOWN BY ALL MEN THESE PRESENTS, That we, the undersigned, being natural persons of legal age, and citizens of the United States, do hereby associate ourselves together with the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we hereby certify:

I.

The name of this corporation shall be APPLE ANNIE'S BREADBASKET, INC.

II.

The nature, objects, and purposes for which this corporation is formed shall be:

a. To operate a full service bakery business including any and all operations relating to the bakery business.

b. To lease, own, purchase, and sell equipment and or personal property of all types and nature and to acquire, buy, own, hold, sell, exchange, let or lease personal property within the State of Idaho, or outside the State of Idaho.

c. To borrow money for the purposes of this Corporation, to issue bonds, notes, and debentures and other evidences of indebtedness therefore and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property of the corporation may be pledged, mortgaged or hypothecated.

d. To build any or all buildings, structures, warehouses, or erect the same involved in the said business, building materials, fuel, and to acquire the same by purchase, lease otherwise.

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e. To purchase, lease, or otherwise, acquire in whole or in part, the business, good-will, rights, franchises and property of every kind, and to take over the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes and to pay for the same in cash, in the stock or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or in any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

f. To enter into any contract, co-operative agreement or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay such persons for their services as the directors see fit.

g. To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer, or otherwise dispose of shares of capital stock of this corporation or evidence of indebtedness of every kind or nature created by any corporation or corporations, wherever organized, whether public or private.

h. To exercise generally the powers generally exercised by business corporations, and particularly the powers provided by the laws of the State of Idaho, in any State of the United States, and throughout the world.

i. To buy, sell, and deal in all kinds of contracts, notes, bills of sale, mortgages, and other evidences of debt, and the security for the payment of the same, to discount or negotiate notes, bills and other evidence of debt; to buy, sell, own and hold shares of capital stock of other corporations.

j. To carry into effect the objects and purposes aforesaid, this corporation is authorized to do all and singular the things necessary and convenient to carry out the general purposes for which it is organized.

k. To carry on any other business, or do anything in connection with the objects and purposes above mentioned that may be necessary and proper to accomplish successfully or promote the said objects and purpose, the foregoing clauses, by reason of the

specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within due its general powers.

III.

The duration of this Corporation shall be perpetual.

IV.

The location and post office address of the registered office of this corporation and the name of the registered agent of this corporation is and shall be:

James E. Thompson
1116-A 12th Avenue South
Nampa, Idaho 83651

V.

The total authorized number of shares which may be issued by this corporation is 5,000 shares of common stock, non-assessable, with a par value of ONE DOLLAR (\$1.00) per share, for a total capitalization of \$5,000.00.

VI.

All shares of this corporation are the same class with equal rights and voting power and without preference or priority of any share over any other share.

VII.

The names and addresses of the incorporators and the number of shares subscribed by each are as follows:

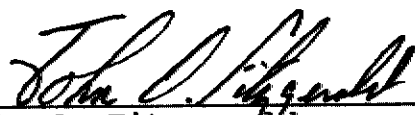
<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
John O. Fitzgerald	1530 West State Street Meridian, Idaho 83642	1
Wayne G. Crookston, Jr.	1530 West State Street Meridian, Idaho 83642	1

John O. Fitzgerald, II 1530 West State Street 1
Meridian, Idaho 83642

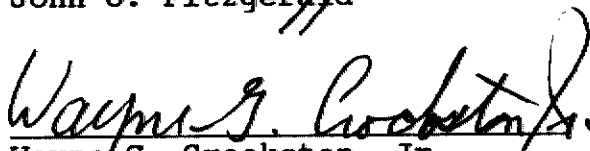
The names and addresses of the directors and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Maurice P. SoRelle	1116-A 12th Avenue South Nampa, Idaho 83651	1
James E. Thompson	1116-A 12th Avenue South Nampa, Idaho 83651	1

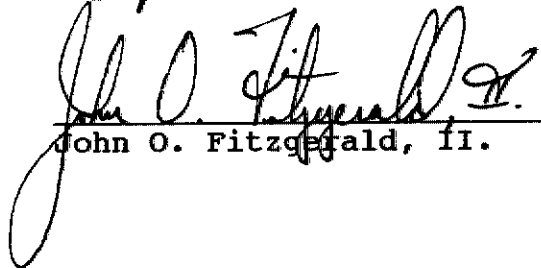
IN WITNESS WHEREOF, WE, THE UNDERSIGNED, being each of the original incorporators of APPLE ANNIE'S BREADBASKET, INC., have hereunto set our hands and seals and caused these Articles of Incorporation to be executed in duplicate, this 8th day of July, 1996.



John O. Fitzgerald



Wayne G. Crookston, Jr.




John O. Fitzgerald, II.

STATE OF IDAHO)
 : ss.
County of Ada)

On this 8th day of July, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN O. FITZGERALD, WAYNE G. CROOKSTON, JR. and JOHN O. FITZGERALD, II., known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)


Notary Public for Idaho
Residence: Meridian, Idaho
Commission Expires: 9/16/2000