

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

SUNNYBROOK ENTERPRISES, INC.

00 SEP 11 AM 8:34

**SECRETARY OF STATE
STATE OF IDAHO**

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: SunnyBrook Enterprises, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: The operation of one or more Great Harvest Bread Companies.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000. The shares shall have no par value.

FIFTH: The address of the initial registered office of the corporation is 697 W. Honeysuckle, Hayden Idaho 83835, and the name and address of its initial registered agent is: D. Wade Cox, 697 W. Honeysuckle, Hayden, ID 83835.

SIXTH: The number of directors shall be set by the Bylaws but the initial Board of Directors of the corporation shall be two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

IDAHO SECRETARY OF STATE

09/11/2000 09:00
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ARTICLES OF INCORPORATION

NAME

ADDRESS

D. Wade Cox

697 W. Honeysuckle
Hayden, ID 83835

Rebecca L. Cox

697 W. Honeysuckle
Hayden, ID 83835

SEVENTH: The name and address of the incorporator is:

NAME

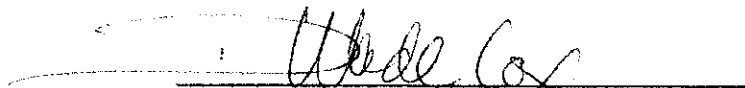
ADDRESS

D. Wade Cox

697 W. Honeysuckle
Hayden, ID 83835

EIGHTH: The transfer of any ownership interest in the corporation may be restricted by the terms of Franchise Agreement executed between corporation and Great Harvest Franchising, Inc. on July 17, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of July, 2000.


D. Wade Cox, Incorporator