

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF
PIERRE BAKERY WEST, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 24TH day of JUNE A.D. 19 98 and of the Independence of the United States the two hundred and 22ND



George H Ryan

Secretary of State

(Rev. Jan. 1995)

George H. Ryan
 Secretary of State
 Department of Business Services
 Springfield, IL 62756
 http://www.sos.state.il.us

This space for use by Secretary of State

FILED

JUN 24 1998

GEORGE H. RYAN
 SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by Secretary of State

Date 6-24-98
 Franchise Tax \$ 25.00
 Filing Fee \$ 75.00
 Approved: Re 100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. CORPORATE NAME: PIERRES BAKERY WEST, INC.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: BRUCE A. DICKMAN
 Initial Registered Office: 134 NORTH LASALLE 2222
CHICAGO IL 60602 COOK
 City Zip Code County

3. Purpose or purposes for which the corporation is organized:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATION
 MAY BE INCORPORATED UNDER THE ILLINOIS BUSINESS CORPORATION ACT.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
COMMON	\$ NO/PAR	1000	100	\$ 1000.00

TOTAL = \$ 1000.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
 (b) 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 qualify:

Name	Residential Address	City, State, ZIP

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

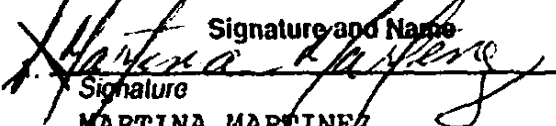
7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s) under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated 6/10, 1998

Signature and Name	Address
1.  Signature MARTINA MARTINEZ (Type or Print Name)	1. 6310 W. CERMAK Street BERWYN IL 60442 City/Town State Zip Code
2. _____ Signature (Type or Print Name)	2. _____ Street City/Town State Zip Code
3. _____ Signature (Type or Print Name)	3. _____ Street City/Town State Zip Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756
 Department of Business Services Telephone (217) 782-9522 or 782-9523