

STATEMENT AND DESIGNATION
BY
FOREIGN CORPORATION

2174458

FILED *JL*
In the office of the Secretary of State
of the State of California

AUG 27 1999

Bill Jones
BILL JONES, Secretary of State

SCHNEIDER'S BAKERY, INC.
(Name of Corporation)

_____, a corporation organized

and existing under the laws of Tennessee makes the following
(State or Place of Incorporation)
statements and designation:

1. The address of its principal executive office is 6075 Poplar Avenue, Suite 220
Memphis, Tennessee 38119

(Insert complete address of principal executive office wherever located.)

DO NOT USE POST OFFICE BOX

2. The address of its principal office in the State of California is c/o Thomas J. Fineman, Esq.,
11777 San Vicente Blvd., Suite 880, Los Angeles, CA 90049-5061

(Insert complete address of principal office in California.)

DO NOT USE POST OFFICE BOX

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA

3. (Use this paragraph if the process agent is a natural person.)

Thomas J. Fineman, Esq.

a natural person residing in the State of California, whose complete address is
Myman, Abell, Fineman & Greenspan, 11777 San Vicente Blvd., Suite 880,

Los Angeles, CA 90049-5061

DO NOT USE POST OFFICE BOX

is designated as its agent upon whom process directed to the undersigned corporation
may be served within the State of California in the manner provided by law.

4. (Use this paragraph if the process agent is a corporation.)

_____, a corporation organized
and existing under the laws of _____ is designated as agent
upon whom process directed to the undersigned corporation may be served within the
State of California, in the manner provided by law.

NOTE: Before a corporation may be designated by any other corporation as an agent
for service of process, a corporate agent must have complied with Section 1505,
California Corporations Code.

5. The undersigned corporation hereby irrevocably consents to service of process
directed to it upon the agent designated above, and to service of process on the
Secretary of State of the State of California if the agent so designated or the
agent's successor is no longer authorized to act or cannot be found at the address
given.

SCHNEIDER'S BAKERY, INC.

(Name of Corporation)



(Signature of Corporate Officer)

Harry Schneider, Vice President

(Typed Name and Title of Officer Signing)

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 08/26/1999
REQUEST NUMBER: 99238140
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 06/06/1996
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0313079
JURISDICTION: TENNESSEE

TO:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"SCHNEIDER'S BAKERY, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/26/99

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$80.00 \$0.00
TOTAL PAYMENT RECEIVED: \$80.00

RECEIPT NUMBER: 00002541063
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE