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AFFIDAVIT OF PUBLICATION for Corporation Commission

ARIZONA CAPITOL TIMES

P.O. Box 2260
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Phoenix, AZ 85002
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VENEZIA BAKERY, INC.

STATE OF ARIZONA)
County of Maricopa) **

I, Matt Bunk as Managing Editor of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published 3 consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
03/14/2008, 03/21/2008, 03/28/2008

THE NAME OF THE CORPORATION: VENEZIA BAKERY, INC.

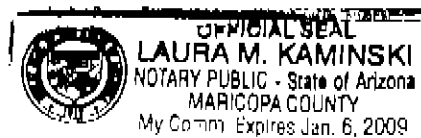
CORPORATE FILE NUMBER: 1431145-0 P.

TYPE OF DOCUMENT: ARTICLES OF INCORPORATION

AUTHORIZED
SIGNATURE: _____

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 14th day of March, 2008

NOTARY SIGNATURE: _____



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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

ARTICLES OF INCORPORATION OF VENEZIA BAKERY, INC.

1. NAME. The name of the Corporation is Venezia Bakery, Inc.
2. PURPOSE. The purpose for which this Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.
3. INITIAL BUSINESS. The Corporation intends to conduct the business of a commercial bakery.
4. AUTHORIZED CAPITAL. The Corporation shall have authority to issue 1,000,000 shares of common stock, without par value.
- 4.1. PREEMPTIVE RIGHTS. The holders from time to time of the common stock of the Corporation shall have preemptive rights as to the common stock then or thereafter authorized to be issued, including treasury stock. No resolution of the Board of Directors authorizing the issuance of stock to which preemptive rights shall attach may require such rights to be exercised within less than ninety (90) days.
5. KNOWN PLACE OF BUSINESS. The street address of the known place of business of the Corporation is 9290 East Thompson Peak Parkway #481, Scottsdale, Arizona 85255.
6. STATUTORY AGENT. The name and address of the Initial Statutory Agent of the Corporation is MH Service, LLC, 2500 North Central Avenue, Suite 1100, Phoenix, AZ 85004-1040.
7. BOARD OF DIRECTORS. The Initial Board of Directors shall consist of one (1) director. The name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and qualified is Charles F. Bhanley, 9290 East Thompson Peak Parkway #481, Scottsdale, Arizona 85255.
- 7.1. NUMBER OF DIRECTORS. The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws.
8. INCORPORATORS. The name and address of the Incorporator of the Corporation is Charles F. Bhanley, 9290 East Thompson Peak Parkway #481, Scottsdale, Arizona 85255. All powers, duties and responsibilities of the Incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.
9. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS. The Corporation shall indemnify its directors, officers, employees and agents against all expenses incurred by them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as a director of the Corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is by or in the right of the Corporation or by any other person. Whenever any director, officer, employee or agent shall report to the Board of Directors of the Corporation that he or she has incurred or may incur expense, including, but not limited to, legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting in the scope of his or her authority as a director, officer, employee or agent of the Corporation, the Board of Directors shall, at the next regular or a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent, indemnification shall be mandatory and shall be automatically extended as specified herein, provided, how-

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over, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933, and, provided further, that the Corporation shall have the right to refuse indemnification in any instance in which the person to whom the indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

10. LIMITATION OF LIABILITY. To the fullest extent permitted by the Arizona Revised Statutes, as the same exist or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED this 22nd day of February 2008 by all the incorporators below. /s/ Charles F. Shanley. Acceptance of Appointment by Statutory Agent: MH Service, LLC, having been designated to act as Statutory Agent of and for VENEZIA BAKERY, INC., hereby consents to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes. MH Service, LLC. /s/ David M. Kosak, Agent.
3/14, 3/21, 3/26, 2008 editions Arizona Capitol Times

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