

CT CORPORATION SYSTEM

3511 Staples Mill Road
Richmond VA 23228
Tel 804 262 4042
Fax 804 266 6599

May 28, 1998

State Corporation Commission
Clerk's Office
1300 East Main Street
Richmond, VA 23219

980603 0097

0192419-0

Re: FLOWERS BAKING CO. OF VIRGINIA, INC.

Dear Sir/Madam:

Pursuant to instructions received from counsel, we enclose for filing the documents listed below:

- | | | | |
|-------------------------------------|--|-------------------------------------|--------------------------|
| <input type="checkbox"/> | INCORPORATION | <input checked="" type="checkbox"/> | MERGER |
| <input type="checkbox"/> | QUALIFICATION | <input type="checkbox"/> | FOREIGN |
| <input checked="" type="checkbox"/> | DISSOLUTION | <input checked="" type="checkbox"/> | DOMESTIC |
| <input type="checkbox"/> | TERMINATION | <input type="checkbox"/> | AMENDMENT |
| <input type="checkbox"/> | WITHDRAWAL | <input type="checkbox"/> | FOREIGN |
| <input type="checkbox"/> | NAME RESERVATION | <input type="checkbox"/> | DOMESTIC |
| <input type="checkbox"/> | APP FOR AMENDED CERT
OF AUTHORITY | <input type="checkbox"/> | CHANGE OF AGENT |
| <input type="checkbox"/> | UCC FILING | <input type="checkbox"/> | FOREIGN |
| <input type="checkbox"/> | REG OF FOREIGN LLC | <input type="checkbox"/> | DOMESTIC |
| <input type="checkbox"/> | ART. OF ORGANIZATION | <input type="checkbox"/> | REG OF FOREIGN LP |
| | | <input type="checkbox"/> | CERTIFICATE OF LP |
| | | <input type="checkbox"/> | OTHER _____ |

Merger of a wholly owned subsidiary into its parent corp.

Check(s) in payment of the required fees are enclosed. I would appreciate you telephoning me should there be a problem with this filing and to advise when the evidence is available to be picked up by our messenger.

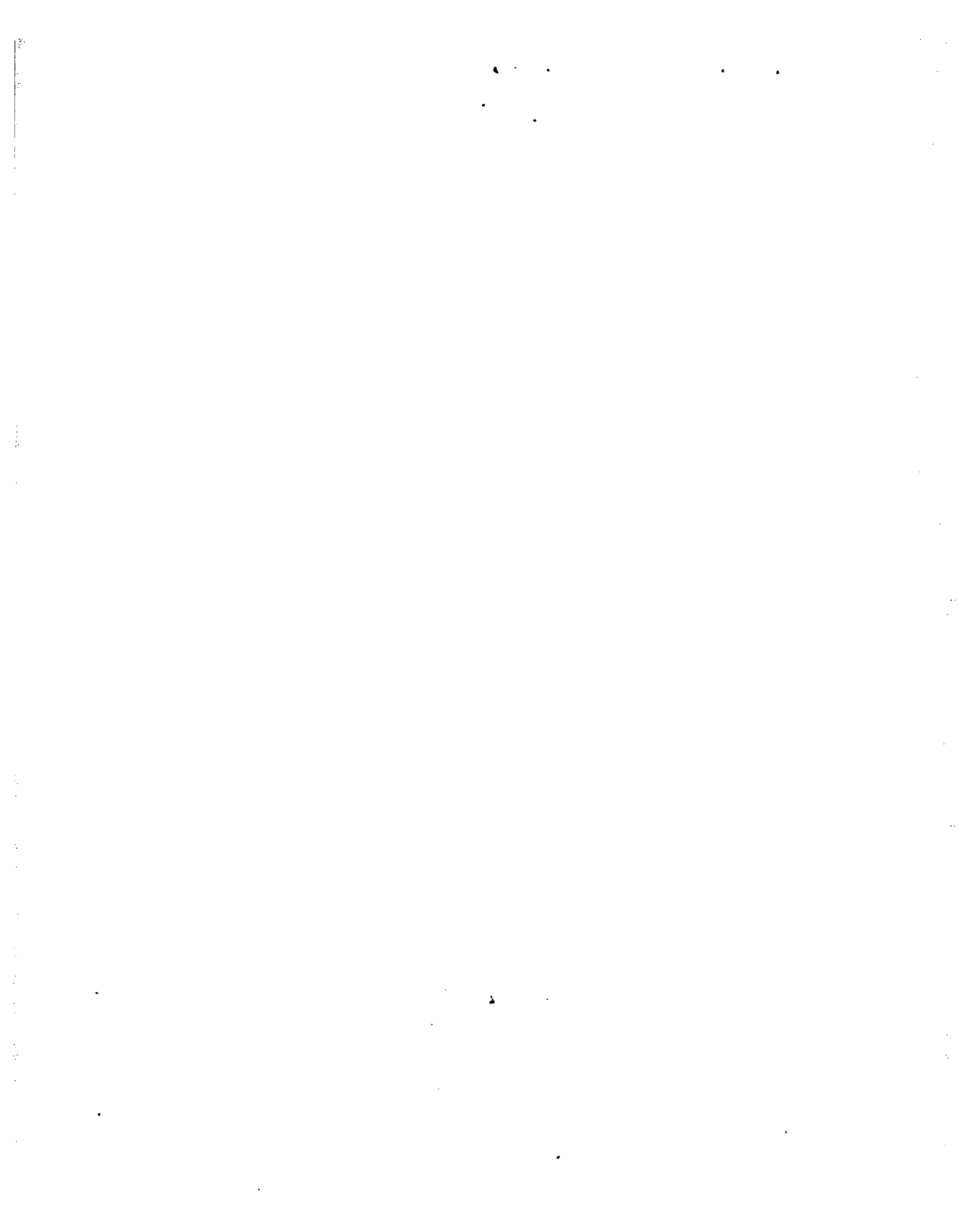
Sincerely,

Leslie M. Chappell
Leslie M. Chappell
Assistant to Edward R. Parker (a Va. corp.)
Domestic Merger of

Enclosure

Flowers Bakeries Brands, Inc
into
(a DE corp. not dom. in Va. & the surviving corp.)
Counsel has requested a filing date of 5-28-98

FF 25.00 6/8/98



COMMONWEALTH OF VIRGINIA



CLINTON MILLER
CHAIRMAN

THEODORE V. MORRISON, JR.
COMMISSIONER

HULLIHEN WILLIAMS MOORE
COMMISSIONER

WILLIAM J. BRIDGE
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION

June 3, 1998

LESLIE M CHAPPELL
5511 STAPLES MILL ROAD
RICHMOND, VA 23228

RE: FLOWERS BAKING CO. OF VIRGINIA, INC.
ID: 0192419 - 0
DCN: 98-06-03-0097

This is your receipt for \$25.00 covering the fees for filing articles of merger with this office.

The effective date of the certificate of merger is June 3, 1998.

Nonsurviving entities:

FLOWERS BAKING CO. OF VIRGINIA, INC.

are merged into FLOWERS BAKERIES BRANDS, INC. (A DE CORPORATION NOT QUALIFIED IN VA).

Sincerely yours,

A handwritten signature in black ink that reads 'William J. Bridge'.

William J. Bridge
Clerk of the Commission

MERGACPT
CIS20436

CIS20322
SW3LU32 CISM0180

CIS
CORPORATE DATA INQUIRY

06/04/98
10:45:13

CORP ID: 0192419 - 0 STATUS: 00 ACTIVE STATUS DATE: 06/03/98
CORP NAME: FLOWERS BAKING CO. OF VIRGINIA, INC. _____

DATE OF CERTIFICATE: 02/13/79 PERIOD OF DURATION: INDUSTRY CODE: 00
STATE OF INCORPORATION: VA VIRGINIA STOCK INDICATOR: S STOCK
MERGER INDICATOR: S SURVIVOR MONITOR INDICATOR:
GOOD STANDING INDICATOR: Y CASE STATUS: HEARING DATE:
CHARTER FEE: CASE NO:
R/A NAME: EDWARD R. PARKER

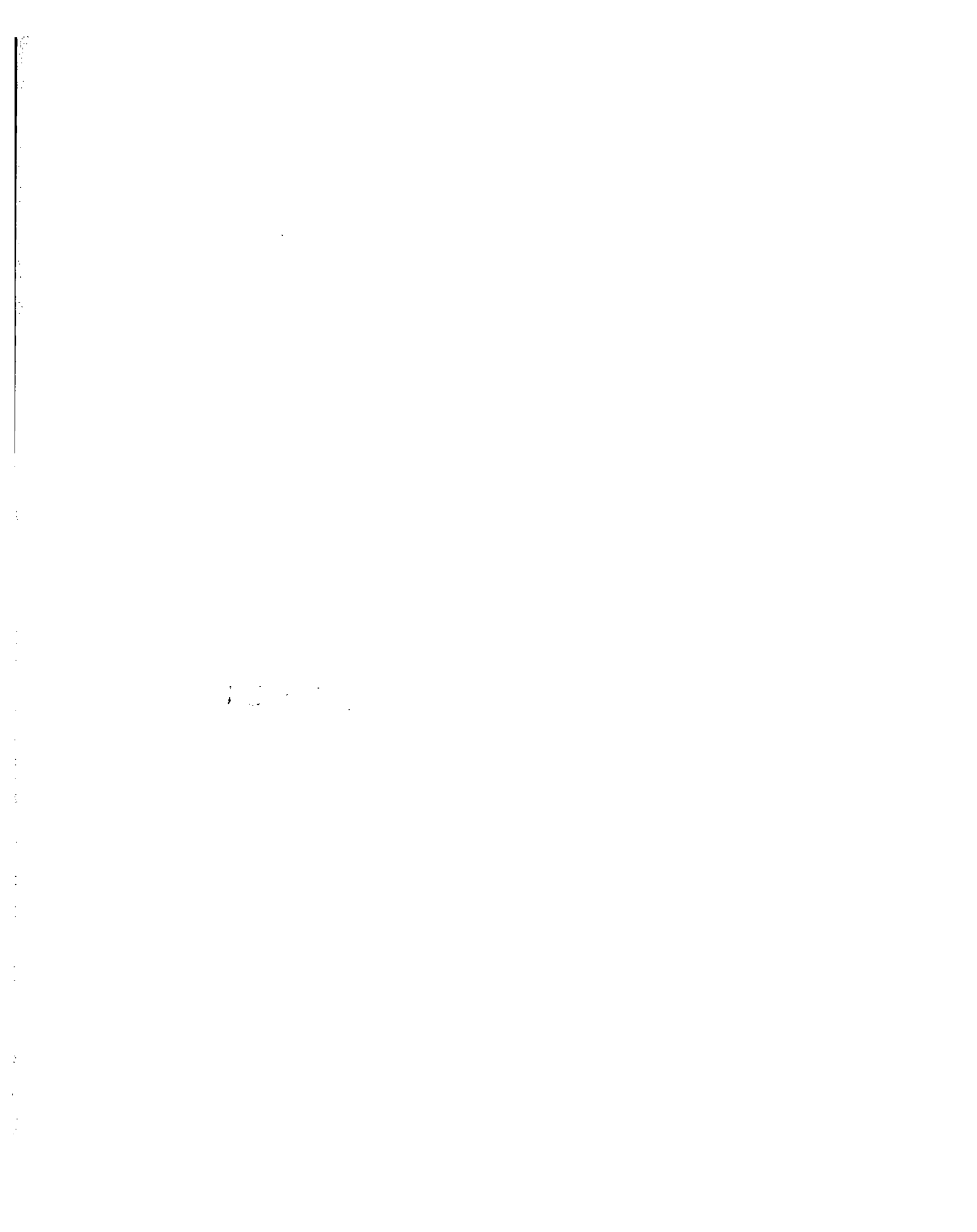
STREET: 5511 STAPLES MILL ROAD

AR RTN MAIL:

CITY: RICHMOND STATE : VA ZIP: 23228
R/A STATUS: A ATTORNEY EFF. DATE: 05/16/80 LOC.: 143
ACCEPTED AR#: 098 04 1980 DATE: 03/02/98 HENRICO COUNTY
CURRENT AR#: 098 04 1980 DATE: 03/02/98 STATUS: A ASSESSMENT INDICATOR: 0
YEAR FEES PENALTY INTEREST TAXES BALANCE TOTAL SHARES
98 50.00 10.00 50
COMMAND:

NONSURVIVOR

1/3



CIS20322
SW3LU32 CISM0250

CIS
MICROFILM INQUIRY

06/04/98
10:45:24

CORP ID: 0192419 - CORP STATUS: 00 ACTIVE
CORP NAME: FLOWERS BAKING CO. OF VIRGINIA, INC. _____

COURT LOCALITY: 143 HENRICO COUNTY

TOTAL CHARTER FEES:

MICROFILM NO	DOCUMENT TYPE	DATE	CHARTER FEE	PAGES
98 02 01 0454	DIS > DISSOLUTION	01/30/98		2
90 01 02 0392	MERG > MERGER	01/03/90		5
90 01 01 0447	MERG > MERGER	12/29/89		3
80 04 09 0254	CONV > CONVERSION DOC	09/20/82		

COMMAND:

NONSURVIVOR

2/3

CIS20322
SW3LU32 CISM0210

CIS
CORPORATE CURRENT STOCK DATA

06/04/98
10:45:27

CORP ID: 0192419 - CORP STATUS: 00 ACTIVE
CORP NAME: FLOWERS BAKING CO. OF VIRGINIA, INC. _____

C U R R E N T S T O C K D A T A

CLASS	SHARES AUTH	CLASS	SHARES AUTH	CLASS	SHARES AUTH
COMMON	50				

TOTAL NUMBER SHARES AUTHORIZED: 50

COMMAND:

NONSURVIVOR

3/3



0192419 - 0

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

June 3, 1998

The State Corporation Commission finds the accompanying articles submitted on behalf of

FLOWERS BAKERIES BRANDS, INC. (A DE CORPORATION NOT QUALIFIED IN VA)

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

FLOWERS BAKING CO. OF VIRGINIA, INC.

is merged into FLOWERS BAKERIES BRANDS, INC. (A DE CORPORATION NOT QUALIFIED IN VA), which continues to exist under the laws of DELAWARE with the name FLOWERS BAKERIES BRANDS, INC. (A DE CORPORATION NOT QUALIFIED IN VA). The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on June 3, 1998.

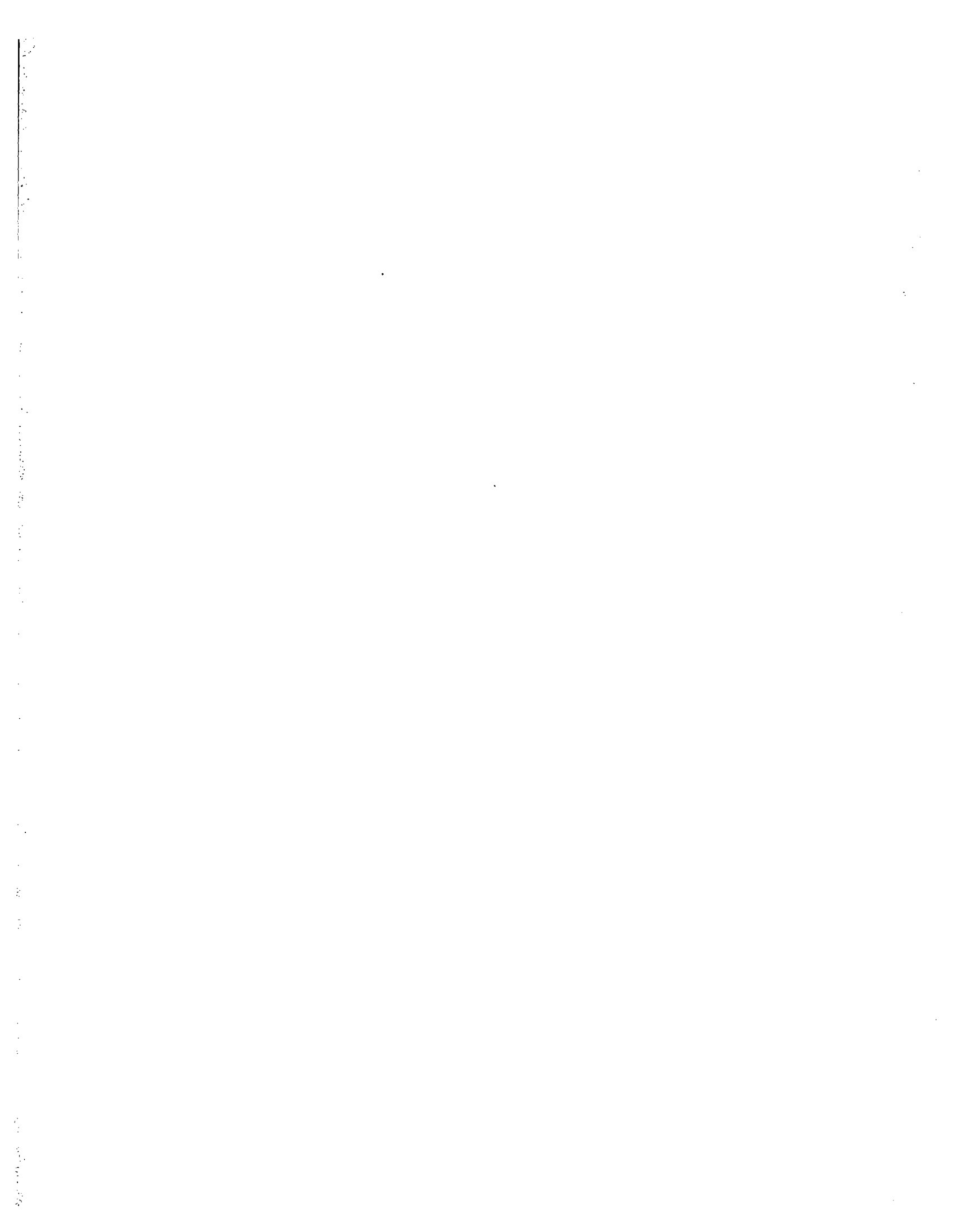
STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20436
98-06-03-0097



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
Clerk of the Commission
P.O. Box 1197, 1220 Bank Street
Richmond, VA 23209

ARTICLES OF MERGER OF
FLOWERS BAKING CO. OF VIRGINIA, INC. *Dom*
INTO
FLOWERS BAKERIES BRANDS, INC. *Dom*

The undersigned corporation(s), pursuant to Title 13.1, Chap. 9, Art. 12 of the Code of Virginia, hereby execute(s) the following-articles of merger and set(s) forth:

ONE

The plan of merger is attached.

TWO


Shareholder approval of the plan of merger was not required.

THREE

The articles of merger shall become effective upon filing.


The undersigned officer declares that the facts herein stated are true as of May 15, 1998.

Flowers Baking Co. of Virginia,
Inc.



Scott Rich
Secretary

Flowers Bakeries
Brands, Inc.



Stephen R. Avera
Secretary



PLAN AND AGREEMENT OF MERGER

AGREEMENT OF MERGER, entered into as of this 15th day of May, 1998, made by and between Flowers Bakeries Brands, Inc., a corporation organized and existing under the laws of the State of Delaware, hereinafter called the "First Company," and Flowers Baking Company of Virginia, Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia, hereinafter called the "Second Company."

WHEREAS, the First Company has authorized capital stock consisting of one thousand (1,000) shares of common stock, par value \$1 per share, of which one thousand (1,000) shares have been duly issued and are now outstanding, and

WHEREAS, the Second Company has authorized capital stock consisting of one thousand (1,000) shares of common stock, par value \$1 per share, of which one thousand (1,000) shares have been duly issued and are now outstanding, and

WHEREAS, the First Company wholly owns the Second Company, and

WHEREAS, the Boards of Directors of the First Company and the Second Company deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the Second Company merge with First Company, its parent, under and pursuant to the provisions of the Stock Corporation Act of Virginia and of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, the corporations, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained have agreed to merge into itself the First Company and likewise, that said Second Company shall be merged into said First Company pursuant to section 252 of the General Corporation Law of the State of Delaware, and of the laws of the Commonwealth of Virginia, and do hereby agree upon

and prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

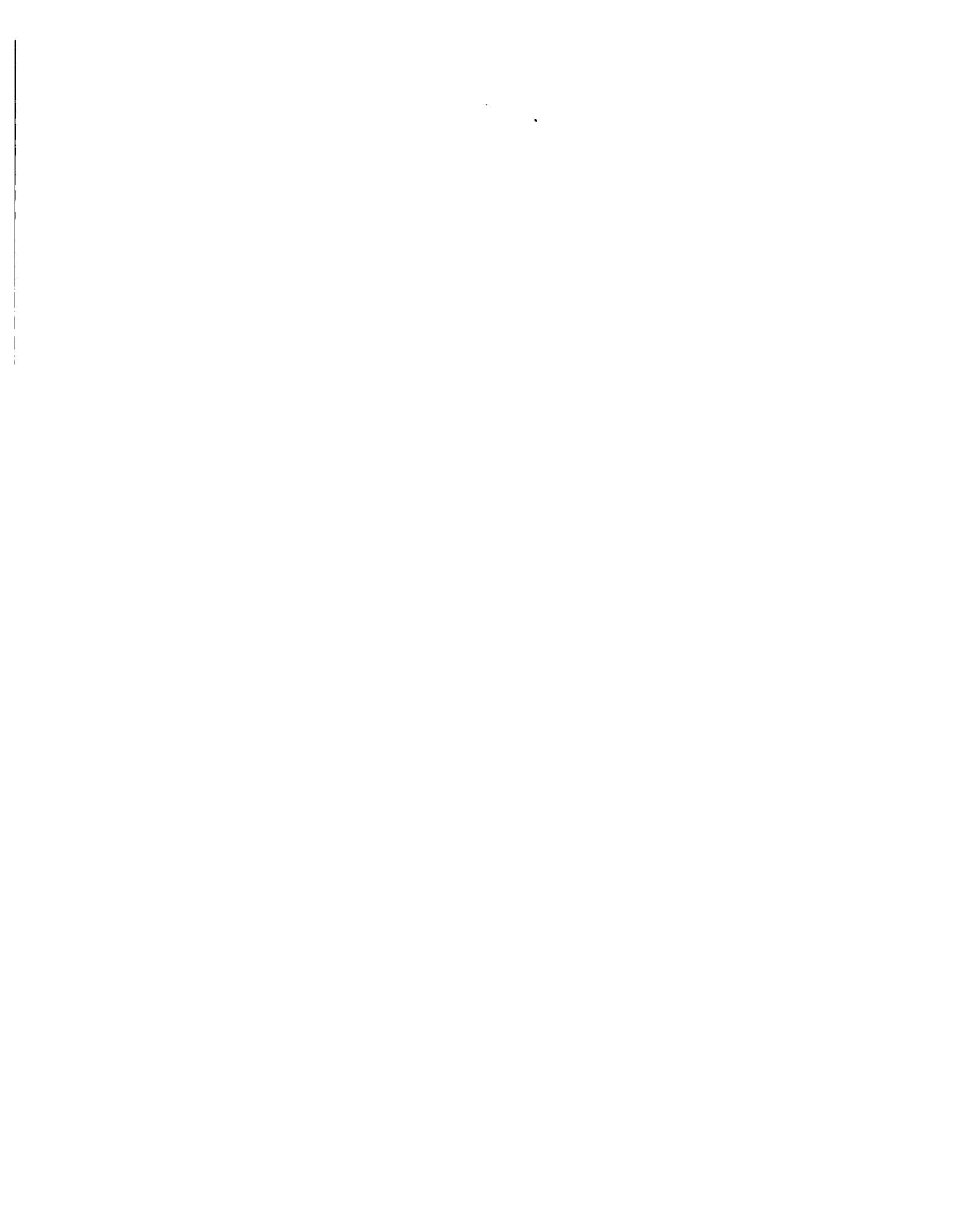
FIRST: First Company hereby merges into itself, and, likewise, the said Second Company shall be and hereby is merged into the First Company, which shall be the surviving corporation, and shall be governed by the laws of the State of Delaware;

SECOND: The Articles of Incorporation and Bylaws of the First Company, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Incorporation and Bylaws of the First Company until altered or amended as provided therein or in accordance with the laws of the State of Delaware;

THIRD: The manner of converting the outstanding shares of the capital stock of the constituent corporations into the shares of the surviving corporation shall be as follows:

Every two shares of capital stock of the First Company and every two shares of capital stock of the Second Company outstanding immediately prior to the Effective Date shall be converted, as a result of the merger, into one share of capital stock in the surviving First Company;

FOURTH: On the Effective Date, the separate existence of the First Company and the Second Company shall cease and both shall be merged with and into the First Company. The surviving First Company shall, from and after the Effective Date, possess all the rights, privileges, immunities, and franchises of a public (as well private in nature) constituent corporation. Ownership of, and title to, all property, real, personal and mixed, and all debts due on any account, including subscriptions to shares, and all other choses in action, and every other interest of, or belonging to, or due to, each constituent corporation shall be taken and deemed to be transferred to and vested in the surviving First Company. The title to any real estate or any interest therein vested in either of the constituent corporations shall not revert to any predecessor in interest, or in any way become impaired by reason of the merger. All liabilities and



obligations of the constituent corporations shall be the liabilities and obligations of the surviving First Company. Any claim of an action or pending proceeding by, or against, the constituent corporations may be prosecuted as if the merger had not taken place, or the surviving First Company may be substituted in any such action or proceeding. Neither the rights of creditors nor any claims upon the property of the constituent corporations shall be impaired;

FIFTH: The terms and conditions of the merger provided for herein are as follows:

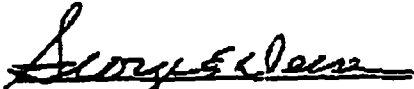
The first board of directors of the First Company after the date when the merger provided for herein shall become effective shall be the directors of Second Company in office at the date when this agreement becomes effective.

The officers of the surviving corporation shall be the same as were in existence prior to the date of the merger.

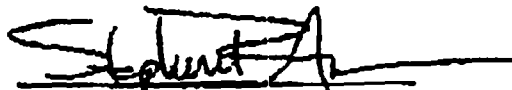
The surviving corporation shall pay all expenses of carrying this agreement of merger into effect and accomplishing the merger.

The surviving corporation may receive service of process in the Commonwealth of Virginia in any proceeding for enforcement of any obligation of Flowers Baking Company of Virginia, Inc., a Virginia corporation, as well as for enforcement of any obligations of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings; pursuant to the provisions of section 13.1-722 of the Stock Corporation Act of the Commonwealth of Virginia, and it does hereby irrevocably appoint the Corporation Commission of the Commonwealth of Virginia as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Corporation Commission is Flowers Bakeries Brands, Inc., 1919 Flowers Circle, Thomasville, Georgia 31799.

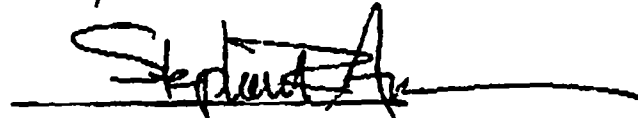
THIS AGREEMENT OF MERGER shall be filed in the office of the Corporation Commission of the Commonwealth of Virginia, and in the office of the Secretary of State of Delaware, and upon the filing of this agreement of merger in the office of the Corporation Commission of the Commonwealth of Virginia, the merger herein provided for shall be effective.


President

Attest:


Secretary

Witness my hand and the seal of said Flowers Bakeries Brands, Inc. on this 15th day of May, 1998.


Secretary

[Corporate Seal]

I, Steve Avera, Secretary of Flowers Bakeries Brands, Inc. a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, and under the seal of the corporation, that the agreement of merger to which this certificate is attached was duly submitted to the stockholders of said Flowers Bakeries Brands, Inc., for the purpose of considering and taking action upon the proposed agreement of merger; that one thousand (1,000) shares of stock of said corporation were on said date, issued and outstanding; that the sole shareholder voted in favor of the merger, and that thereby the agreement of merger was, at said meeting, duly adopted as the act of the stockholder of said Flowers Bakeries Brands, Inc.. and the duly adopted agreement of said corporation.

