

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

June 3, 1998

The State Corporation Commission has found the accompanying application submitted on behalf of

FLOWERS BAKING CO. OF VIRGINIA, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF REVOCATION

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective June 3, 1998.

STATE CORPORATION COMMISSION

By



Commissioner

DTWACPT
CIS20313
98-06-03-2522

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

EDWARD R. PARKER
5511 STAPLES MILL ROAD
RICHMOND, VA 23228

RE: FLOWERS BAKING CO. OF VIRGINIA, INC.
ID: 0192419 - 0
DCN: 98-06-03-2522

This is your receipt for \$10.00 covering the fees for filing an application for a certificate of revocation of dissolution with this office.

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

Sincerely yours,

A handwritten signature in cursive script that reads "William J. Bridge".

William J. Bridge
Clerk of the Commission

DTWACPT
CIS20313

ARTICLES OF REVOCATION OF DISSOLUTION
(stock corporation)

The name of the corporation is Flowers Baking Co. of Virginia, Inc.

The dissolution that was revoked was effective on 1/30/98
(Date)

The revocation of dissolution was authorized on 5-11-98
(Date)

The revocation of dissolution was by action of the board of directors alone (i.e., without shareholder approval), which action was permitted by the shareholders' authorization for dissolution [] (MARK THIS BOX, IF APPLICABLE).

The revocation of dissolution was authorized by unanimous consent of the shareholders [✓] (MARK THIS BOX, IF APPLICABLE).

The proposed revocation of dissolution was submitted to the shareholders by the board of directors in accordance with Chapter 9 of Title 13.1 of the Code of Virginia.

The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on revocation of dissolution were:

Designation	No. of Outstanding Shares	No. of Votes
<u>Common Stock</u>	<u>1000</u>	<u>1000</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Either (i) the total number of votes cast for and against revocation of dissolution by each voting group entitled to vote separately on dissolution were:

Voting Group	Total No. of Votes Cast FOR Revocation	Total No. of Votes Cast AGAINST Revocation
_____	<u>1000</u>	<u>0</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

or (ii) the total number of undisputed votes cast for revocation of dissolution separately by each voting group was: 380000 2520

Voting Group	Total No. of Undisputed Votes
_____	_____
_____	_____
_____	_____
_____	_____

and the number cast for revocation of dissolution by each voting group was sufficient for approval by that voting group.

0192419-0

(over)

~~380000 2520~~

The undersigned chairman or vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation declares that the facts herein stated are true as of May 15, 1998.

Flowers Baking Co. of Virginia, Inc.
(Name of corporation)

By:  Scott Rich Secretary
(Signature) (Printed name and corporate title)

NOTE

1. If shareholder approval is necessary, the vote required by law is MORE THAN 2/3 of all votes entitled to be cast unless the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting at which a quorum exists. See Section 13.1-742 of the Code of Virginia.
2. The articles cannot be filed unless the corporation has paid all fees, fines, penalties and interest assessed against it by the Commission. See Section 13.1-615 of the Code of Virginia.

INSTRUCTIONS

1. The articles must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.
2. The law requires that the information supplied by the filing party, except the signature, be typewritten or printed in black.
3. Send the articles along with the \$10.00 filing fee of to the Clerk of the Commission, P. O. Box 1197, Richmond, VA 23209-1197. (Street address: 1300 East Main Street, Richmond, VA 23219). Please make check payable to the State Corporation Commission.