

F92000000798



FILED
2002 MAR 15 AM 9:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCOUNT NO. : 072100000032

REFERENCE : 472281 4323253

AUTHORIZATION :

Patricia Pizzit

COST LIMIT : \$ 35.00

ORDER DATE : March 14, 2002

ORDER TIME : 4:09 PM

ORDER NO. : 472281-125

CUSTOMER NO: 4323253

CUSTOMER: Ms. Kathleen Mccarthy
Sara Lee Corporation
Three First National Plaza

700005109697--5

Chicago, IL 60602-4260

CHANGE OF AGENT

NAME: EARTHGRAINS BAKING COMPANIES,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

C. Coulliette MAR 15 2002

RECEIVED
02 MAR 15 AM 8:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of DELAWARE submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : EARTHGRAINS BAKING COMPANIES, INC.

2. The mailing address of the corporation : C/O SARA LEE CORPORATION, THREE FIRST NATIONAL PLAZA, CHICAGO, IL 60602-4260

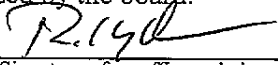
3. Date of incorporation/qualification: DECEMBER 18, 1992 Document number: F92000000

4. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)
Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

3/7/02
(Date)

R. HENRY KLEEMAN, VICE PRESIDENT
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

3/14/02
(Date)

If signing on behalf of an entity: Grant D. Barber
Asst. Secretary
(Typed or Printed Name) (Capacity)

*** FILING FEE: \$35.00 ***

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