

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
GUTTENPLAN'S BAKERY, INC.**

FILED

DEC 1 2003

~~State Treasurer~~

The undersigned, desiring to amend the Certificate of Incorporation of GUTTENPLAN'S BAKERY, INC. (the "Corporation"), pursuant to the New Jersey Business Corporation Act, N.J.S.A. 14A:9-1, 14A:9-2 and 14A:9-4, executes this Certificate of Amendment to the Certificate of Incorporation (the "Certificate").

1. The name of the Corporation is GUTTENPLAN'S BAKERY, INC.

2. The first amendment to the Certificate, which was approved by the directors of the corporation and submitted to a vote of the shareholders, is the deletion of Article FIRST of the Certificate, and the substitution in the place of Article FIRST the following new Article FIRST:

The name of the corporation is: Guttenplan's Frozen Dough, Inc.

3. The second amendment to the Certificate, which was approved by the directors of the corporation and submitted to a vote of the shareholders, is the deletion of Article FOURTH of the Certificate, and the substitution in the place of Article FOURTH the following new Article FOURTH:

The total authorized capital stock of the corporation shall be one thousand (1,000) shares of Class A voting common stock, without par value (hereinafter called "Class A Stock") and nine thousand (9,000) shares of Class B non-voting common stock, without par value (hereinafter called

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"Class B Stock"). The Class A stock shall have one vote for each share. The Class B Stock shall be non-voting except to the extent otherwise required by the laws of the State of New Jersey. Except as otherwise provided in this Certificate of Incorporation with respect to voting rights, the powers, preferences and rights and the qualifications, limitations or restrictions of the Class A Stock and Class B Stock shall be in all respects identical, share for share alike, and neither class shall have any preference over the other in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the corporation.

4. The further amendment to the Certificate approved by the directors of the corporation, and submitted to a vote of the shareholders is new Article SEVENTH, as follows:

Pursuant to the amendment changing the corporation's authorized capital stock described above, all sixty-four (64) issued shares of the corporation's former common stock held by Corporation's shareholders shall be reclassified as one hundred (100) shares of the newly authorized Class A stock and nine hundred (900) shares of the newly authorized Class B stock of the corporation. Pursuant to the same amendment, all thirty-six (36) of the unissued shares of the corporation's former common stock shall be reclassified as unissued shares of the newly authorized Class B stock of the Corporation.

5. The date of adoption of the amendments by the shareholders was November 21, 2003.

6. The number of shares entitled to vote for or against the amendments to the Certificate was sixty-four (64) shares of common stock.

7. The number of shares voting in favor of the amendments was sixty-four

(64) shares. The number of shares voting against the amendments was zero.

8. There are no other amendments to the Certificate.

9. The amendments set forth herein shall take effect upon filing of this Certificate of Amendment to the Certificate of Incorporation in the office of Treasurer of the State of New Jersey.

IN WITNESS WHEREOF, the undersigned has duly signed, sealed and executed this Certificate of Amendment to the Certificate of Incorporation on this 21st day of November, 2003.

ATTEST:

GUTTENPLAN'S BAKERY, INC.



Jack Guttenplan, Secretary



Abraham C. Littenberg, President