

RESTATED
CERTIFICATE OF INCORPORATION
OF
INTERSTATE BAKERIES CORPORATION

INTERSTATE BAKERIES CORPORATION (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), DOES HEREBY CERTIFY:

1. The name of the Corporation is Interstate Bakeries Corporation and the name under which the Corporation was originally incorporated is IBC Holdings Corp. The date the original Certificate of Incorporation was filed was September 9, 1987.

2. This Restated Certificate of Incorporation, which amends and restates in its entirety the Certificate of Incorporation of the Corporation as heretofore amended and restated, is authorized by and is being filed in connection with the Joint Plan of Reorganization of Interstate Bakeries Corporation and its Affiliated Debtors and Debtors-in-Possession dated [•], 2008 (as such plan may be amended from time to time, the “Plan of Reorganization”), and was duly adopted pursuant to Sections 242, 245 and 303 of the DGCL. The Plan of Reorganization was confirmed by order entered on [•], by the United States Bankruptcy Court for the Western District of Missouri.

On the date the Plan of Reorganization becomes effective, all stock of and other equity interests in, and all options, warrants, conversion rights, rights of first refusal and other rights (contractual or otherwise) to acquire or receive any stock of or other equity interest in, the Corporation that are in existence prior to the effectiveness of the Plan of Reorganization (including those under the Corporation’s Rights Agreement with UMB Bank, N.A., as rights agent, dated as of May 8, 2000) are extinguished and cancelled in accordance with the Plan of Reorganization.

3. The text of the Certificate of Incorporation of the Corporation, as heretofore amended and restated, is hereby amended and restated in its entirety to read as follows:

ARTICLE FIRST

The name of the corporation (hereinafter called the “Corporation”) is Interstate Bakeries Corporation.

ARTICLE SECOND

The address of the Corporation’s registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THIRD

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE FOURTH

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 61,000,000 shares, consisting of 60,000,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), and 1,000,000 shares of Preferred Stock, par value \$0.01 per share (the "Preferred Stock").

I. Preferred Stock.

1. The Preferred Stock may be issued in one or more series and shall have such voting powers, full or limited, or no voting powers, and such designations, powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in this Certificate of Incorporation or in any amendment hereto, or in a resolution or resolutions providing for the issuance of such stock adopted by the Board of Directors.

II. Common Stock.

Except as otherwise provided herein or as otherwise required by applicable law, all shares of Common Stock will be identical in all respects and will entitle the holders thereof to the same rights and privileges.

A. Voting Rights. Except as expressly provided herein or as required under the DGCL, each holder of record of shares of Common Stock shall have one vote in respect of each share of Common Stock so held by him or her on all matters to be voted upon by the Corporation's stockholders.

B. Dividends. Subject to applicable law and the rights, if any, of the holders of any outstanding series of Preferred Stock, when and as dividends are declared or paid on shares of Common Stock, whether in cash, property or securities of the Corporation, the holders of record of shares of Common Stock will be entitled to a ratable portion of such dividends, based upon the number of shares of Common Stock then held of record by each such holder.

C. Liquidation. Subject to applicable law and the rights, if any, of the holders of any outstanding series of Preferred Stock, the holders of record of shares of Common Stock will be entitled to share ratably, in proportion to the number of shares of Common Stock held of record by each holder, in all distributions to the holders of the Common Stock in the event of any liquidation, dissolution or winding up of the Corporation.

ARTICLE FIFTH:

In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors of the Corporation is expressly authorized and empowered to make, alter, amend or repeal the By-laws of the Corporation.

ARTICLE SIXTH:

Unless and except to the extent that the By-laws of the Corporation so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE SEVENTH:

Each person who is or was or had agreed to become a director or officer of the Corporation, and each such person who is or was serving or who had agreed to serve at the request of the Corporation as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted by Section 145 of the DGCL as presently in effect or as it may hereafter be amended, which indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under the By-laws of the Corporation or any agreement, vote of stockholders or disinterested directors or otherwise. Any repeal or modification of this ARTICLE SEVENTH shall not adversely affect any right to indemnification of any persons existing at the time of such repeal or modification with respect to any matter occurring prior to such repeal or modification.

ARTICLE EIGHTH:

To the fullest extent permitted by the DGCL as presently in effect or as it may hereafter be amended, no director of the Corporation shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this ARTICLE EIGHTH shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE NINTH:

To the extent required by Section 1123(a)(6) of the Bankruptcy Code, the Corporation shall not issue any non-voting equity securities.

IN WITNESS WHEREOF, I, [NAME], [TITLE] of the Corporation, have executed this
Restated Certificate of Incorporation this [•] day of [•], [•].

Name:

Title: