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2000 MAY -5 PM 2:40

LAW OFFICES  
**ALBERTO A. MACIA, ESQ.**

1428 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

0000000046235

May 3, 2000

VIA COURIER

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

800003241518--6  
-05/05/00--01090--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: BAY SUGAR CORP.

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation of Bay Sugar Corp. Also, enclosed is a check for \$87.50 payable to the Department of State. Please send me as soon as possible a Certified Copy of the Articles of Incorporation and a Certificate of Status.

Thank you for your attention to this matter.

Sincerely,

Alberto A. Macia

enc.

AR 5/9

**ARTICLES OF INCORPORATION  
OF  
BAY SUGAR CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1. NAME**

The name of the Corporation is **BAY SUGAR CORP.**

**ARTICLE 2. ADDRESS**

The principal place of business and the mailing address of the Corporation is 1004 Cotorro Avenue, Coral Gables, Florida 33146.

**ARTICLE 3. SHARES**

The Corporation is authorized to issue an aggregate of one hundred (100) shares. Such shares: (i) shall be of a single class, which shall be called common shares; (ii) shall have a par value of one dollar (\$1.00) per share; (iii) shall have unlimited voting rights; and (iv) shall be entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE 4. SHAREHOLDERS**

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<b>Shareholder</b>	<b>Number Of Shares</b>
Roberto R. Pesant	Fifty-One (51)
Juanita S. Pesant	Forty-Nine (49)

**ARTICLE 5. DIRECTORS AND OFFICERS**

The names, addresses, and offices of the Directors and Officers of the Corporation are:

<b>Name &amp; Address</b>	<b>Offices</b>
Roberto R. Pesant 1004 Cotorro Avenue Coral Gables, Florida 33146	Director President Treasurer Secretary
Juanita S. Pesant 1004 Cotorro Avenue Coral Gables, Florida 33146	Director Vice President

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TALLAHASSEE, FLORIDA

**ARTICLE 6. REGISTERED AGENT**

The name and address of the Registered Agent of the Corporation is:

<b>Name</b>	<b>Address</b>
Alberto A. Macià, Esq.	1428 Brickell Avenue Miami, Florida 33131


**ARTICLE 7. INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as Incorporator

is:

<b>Name</b>	<b>Address</b>
Alberto A. Macià, Esq.	1428 Brickell Avenue Miami, Florida 33131


**IN WITNESS WHEREOF**, the undersigned Incorporator, Alberto A. Macià, Esq., has executed these Articles of Incorporation on this 3<sup>rd</sup> day of May 2000.

  
\_\_\_\_\_  
Alberto A. Macià, Esq.  
Incorporator

**ACCEPTANCE OF DESIGNATION  
AS  
REGISTERED AGENT**

I, Alberto A. Macià, Esq., being familiar with the obligations of a Registered Agent, and having been designated as Registered Agent for the Corporation and to accept service of process for the Corporation at the address designated in Article 6, hereby accept the appointment as Registered Agent and agree to act in that capacity.

Dated this 3<sup>rd</sup> day of May 2000.

  
\_\_\_\_\_  
Alberto A. Macià, Esq.  
Registered Agent