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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: B & Y BAKERY, INC.
AUDIT NUMBER.....H97000006198
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ARTICLES OF INCORPORATION OF

B & Y BAKERY, INC.

The undersigned, acting as incorporator of B & Y BAKERY, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is "B & Y BAKERY, INC.", with principal place of business at 1551 Southwest 27 Avenue, Miami, Florida 33145.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

The purposes for which this corporation is organized are:

1. To engage in every business aspect; and
2. To transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock having a one cent (\$.01) par value. The consideration to be paid for each share may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value equal to the par value of the stock. The authorized shares of the corporation shall be noncumulative, voting common stock. The holders of the common stock of this corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and the corporate laws of Florida.

PREPARED BY:
Gerardo Gomez, Esq.
P.O. Box 351255
Miami, FL 33135-1255
FLA BAR NO. 0976490
(305)642-5444

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ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of his receipt of a notice in writing from the corporation inviting him to exercise the right.

ARTICLE VII - RESTRICTION ON THE TRANSFER OF SHARES

There shall be no sale of any share or stock of this corporation unless the holder of said share or stock provides the corporation and Nonselling Stockholders with the first opportunity to purchase said share or stock of the corporation at the same price and terms as being offered to the Selling Stockholder. The corporation shall have thirty (30) days from the date it receives the shareholder's written offer of sale to purchase said stock.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The name of the corporation's initial agent is Barbara M. Perez, and the street address of the corporation's initial registered agent is to be found is 1551 Southwest 27th Avenue, Miami, Florida 33145.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall initially have two (2) directors. The number of directors may be increased from time to time, as provided in the Bylaws. The names and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Barbara M. Perez	1551 Southwest 27th Avenue Miami, Florida 33145
Yasmin Perez	1551 Southwest 27th Avenue Miami, Florida 33145

ARTICLE X - INCORPORATOR

The name and street address of the incorporator is: Yasmin Perez with street address as follows: 1551 Southwest 27th Avenue, Miami, Florida 33145.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 14th day of April, 1997.



Yasmin Perez, Incorporator

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STATE OF FLORIDA :
: S.S.
COUNTY OF DADE :

BEFORE ME, the undersigned authority personally appeared Yasmin Perez, 1515 Southwest 27th Avenue, Miami, Florida 33145 to me personally well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me that on this 14th day of April, 1997, that he executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

THE FOREGOING INSTRUMENT was acknowledge before me this 14th day of April, 1997 by Yasmin Perez, who is personally known to me and who did take an oath.

Carmen M. Garcia

Carmen M. Garcia, Notary Public
State of Florida at Large

CARMEN M GARCIA
My Commission CC396314
Expires Jul. 26, 1998
Bonded by HAI
800-422-1858



CARMEN M GARCIA
My Commission CC396314
Expires Jul. 26, 1998
Bonded by HAI
800-422-1858

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**ACKNOWLEDGEMENT AND STATEMENT OF
DESIGNATED REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That "B & Y BAKERY, INC.", desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, has named Barbara M. Perez at 1557 Southwest 27th Avenue, Miami, Florida 33145, as agent to accept service of process within the state for the corporation.

Having been named to accept service of process for B & Y BAKERY, INC. at the place designated in this acknowledgement, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.



Barbara M. Perez, Registered Agent

STATE OF FLORIDA :
: S.S.
COUNTY OF DADE :

IN WITNESS WHEREOF, the foregoing acknowledgement and statement of the designated registered agent instrument was executed and acknowledged before me this 14 day of April, 1997.



CARMEN M GARCIA
My Commission OC385314
Expires Jul. 28, 1998
Bonded by HAI
800-422-1888


Carmen M. Garcia, Notary Public
State of Florida at Large

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