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VIVIAN CONSUEGRA
14051 S.W. 38 Terrace
Miami, FL 33175

June 24, 1999

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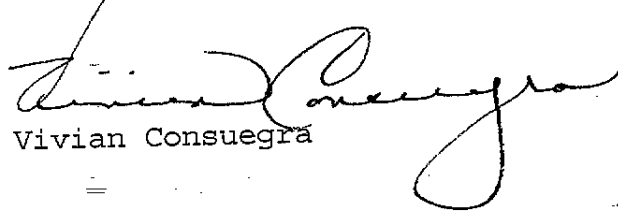
Corporate Documents
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Roly-Poly Treats, Inc.

To Whom It May Concern:

Enclosed is an original and a copy of the Articles of Incorporation for the above-referenced corporation and our check made payable to the Secretary of State in the amount of \$78.75 in payment of the filing fee, etc. Please return a stamped copy of the Articles in the enclosed stamped, self-addressed envelope. Thank you for your prompt attention to this matter.

Very truly yours,


Vivian Consuegra

/vcc
Encl.

MIAS-733750

SECRETARY OF STATE
TALLAHASSEE, FL 09172

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ARTICLES OF INCORPORATION
OF
ROLY-POLY TREATS, INC.

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99 JUL 19 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of ROLY-POLY TREATS, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is ROLY-POLY TREATS, INC.

ARTICLE II. ADDRESS

The mailing address and principal office address of the corporation is:

8541 S.W. 30 Street
Miami, Florida 33155

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida, including, but not limited to, the fostering of low-income housing.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8541 S.W. 30 Street, Miami, Florida 33155 and the name of the corporation's initial registered agent at that address is Stephen Shadiack.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Stephen Shadiack	8541 S.W. 30 Street Miami, Florida 33155

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.


ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. 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.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 11 day of July, 1999.


Stephen Shadiack, Incorporator

MIA4-713481

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:


That **ROLY-POLY TREATS, INC.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 8541 S.W. 30 Street, Miami, Florida 33155 has named Stephen Shadiack as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Date

7/11/99



Stephen Shadiack
Registered Agent

FILED
99 JUL 19 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA