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LAW OFFICES

**RASCO REININGER & PEREZ
PROFESSIONAL ASSOCIATION**

The Waterford
5200 Blue Lagoon Drive, Suite 700
Miami, Florida 33126
(305) 261-0500
Fax (305) 267-1787
www.rasco-reininger.com
E-mail: SBE@rasco-reininger.com

Howard R. Behar
Orlando J. Cabrera
Gaston I. Cantens
Salomon B. Esquenazi
Paul Haralson
Luis A. Pérez
Ramón E. Rasco
Steven R. Reininger*
Mercedes M. Sellek
Michael C. Slomnick
Jorge M. Vigil

Salomon B. Esquenazi

José Manuel Pallí
Of counsel

* Board Certified-Business Litigation

September 27, 1999

Secretary of State
Division of Corporations
P. O. Box 5588
Tallahassee, Florida 32313

Re: Biga Franchise Corporation

000003004750--0
-10/04/99--01127--012
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find a fully executed Application by Foreign Corporation for Authorization to Transact Business in Florida along with a certificate of good standing.

I am also enclosing a check in the amount of Seventy Dollars (\$70.00) for the filing fee of same.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

RASCO REININGER & PEREZ, P.A.

Salomon B. Esquenazi
For the Firm

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DIVISION OF CORPORATIONS
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SBE/ea
Enclosure
1221-0050/93126.doc

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Biga Franchise Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 65-0943725
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 18, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 8, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 9012 N.W. 105th Way
Medley, Florida 33178
(Current mailing address)

8. Licensing of Intangibles and Franchising of Bakery Shops and any such business and
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) purpose which may be lawfully carried.

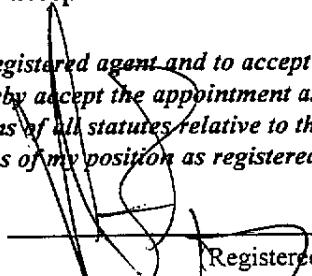
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Miami Corporate Systems, Inc.
Office Address: 5200 Blue Lagoon Drive, Ste. 700
Miami, Florida, Florida, 33126
(Zip code)

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DIVISION OF CORPORATIONS
SECRETARY OF STATE

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)
A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Norman Henriquez

Address: 9012 N.W. 105th Way, Medley, Florida 33178

Director: _____

Address: _____

3. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Norman Henriquez

Address: 9012 N.W. 105th Way, Medley, Florida 33178

Vice President: Donald Luria

Address: 9012 N.W. 105th Way, Medley, Florida 33178

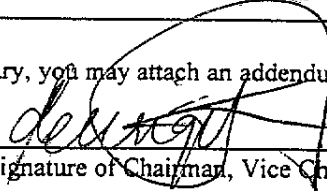
Secretary: Norman Henriquez

Address: 9012 N.W. 105th Way, Medley, Florida 33178

Treasurer: Norman Henriquez

Address: 9012 N.W. 105th Way, Medley, Florida 33178

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Norman Henriquez, President
(Typed or printed name and capacity of person signing application)

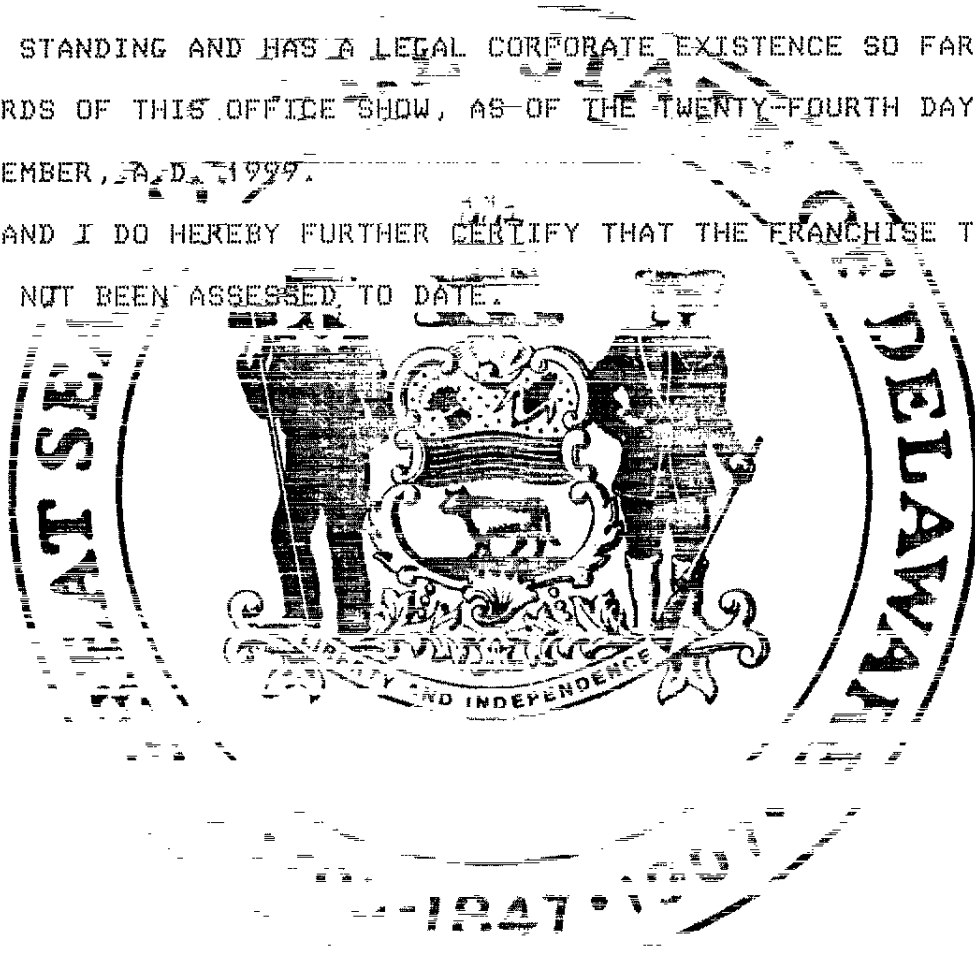
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIGA FRANCHISE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9989193

DATE:

09-24-99