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STATE  
FLORIDA

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CERTIFICATE OF INCORPORATION  
OF  
BAGET MAYANGO, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED  
95 APR 17 11:11 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: BAGET MAYANGO, INC., hereinafter referred to as the "Corporation".

ARTICLE II.: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is and the mailing address of the Corporation is 125<sup>th</sup> N.E. 1st Court, North Miami, Florida 33161.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the

corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

#### ARTICLE VI: MEMBERSHIP

The corporation shall be a membership organization composed of those persons hereinafter listed as the initial board of directors and all other persons or organizations elected/selected for membership as provided in the bylaws.

#### ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 12580 N.E. 1st Court, North Miami, Florida 33161 and PIERRE ANTOINE JULES is the registered agent of the Corporation at that address.

#### ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of four (4) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be

selected as provided for in the bylaws.

The following persons are to serve on the initial Board of Directors:

HENRI-CLAUDE DOUZE  
13377 West Dixie Hwy.  
Miami, Florida 33161

PIERRE ANTOINE JULES  
12580 N.E. 1st Court  
Miami, Florida 33161

JEAN-MARIE DENIS JAN MAPOU  
310 N.E. 97th Street  
Miami, Florida 33161

FREANER JEAN  
830 N.E. 139th Street  
Miami, Florida 33167

#### ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

#### ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

#### ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes

and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

PIERRE ANTOINE JULES  
12580 N.E. 1st Court  
Miami, Florida 33161

IN WITNESS WHEREOF, I, PIERRE ANTOINE JULES, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on 30th March, 1995.

Pierre Antoine Jules  
PIERRE ANTOINE JULES

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was sworn to before me this 30th day of March, 1995, by PIERRE ANTOINE JULES, who personally appeared before me at the time of notarization, and who has produced a Florida Driver's License as identification.



OFFICIAL SEAL  
AUDREY HADLEY  
My Commission Expires  
March 15, 1997  
Comm. No. CC 266169

SIGN:

NOTARY PUBLIC:

PRINT:

Audrey Hadley  
State Of Florida At Large

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 the provisions of Sections 48.091 and 617.0501,  
Florida Statutes, the following is submitted in compliance with said  
Acts:

First--That BAGET MAYANGO, INC., desiring to organize under  
the laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation at City of Miami, County  
of Dade, State of Florida, has named PIERRE ANTOINE JULES located  
at 12580 N.E. 1st Court, in the City of Miami, County of Dade,  
State of Florida, as its agent to accept service of process within  
this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

BY:

*Pierre Antoine Jules*  
PIERRE ANTOINE JULES

DATE:

03-30-95

FILED  
55 APR 17 1995  
STATE  
ALL COUNTY OF FLORIDA