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Rodrigo Posada
715 N Bel Air Drive
Plantation, FL 33317

July 13, 2000

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

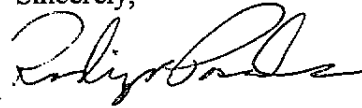
Re: America's Bakery, Inc.

Dear Ms./Sir:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of Filing Fees, Certified Copy of Incorporation and Fees for Registered Agent Designation for the above named corporation. If you have any questions or if I can be of any help, you can call me at (954) 792-7322.

Sincerely,



Rodrigo Posada

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

AMERICA'S BAKERY, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The under signed subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1 - CORPORATE NAME

The name and address of the corporation is:

America's Bakery, Inc.
6299 W Sunrise Blvd., #104
Sunrise, Fl 33313-6153

ARTICLE 11 - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE 111 - PURPOSE

The corporation is organized for the purpose of engaging in any activities of business permitted under the laws of the United States and the State of Florida.

ARTICLE 1V - CAPITAL STOCK

The corporation is authorized to issue 100 shares (100) of one dollars (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Rodrigo Posada
715 N Bel Air Drive
Plantation, FL 33317

ARTICLE V1 - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follow:

Rodrigo Posada
715 N Bel Air Drive
Plantation, FL 33317

Hernan Zapata
6299 W Sunrise Blvd., #104
Sunrise, FL 33313

ARTICLE V11 - INCORPORATORS

The name and addresses of the persons signing these Articles of Incorporation are as follows:

Rodrigo Posada
6299 W Sunrise Blvd., #104
Sunrise, FL 33313

Hernan Zapata
6299 W Sunrise Blvd., #104
Sunrise, FL 33313

The undersigned subscribers have executed these Articles of Incorporation this 29nd day of June, 2000.


Rodrigo Posada


Hernan Zapata

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF REGISTERED AGENT

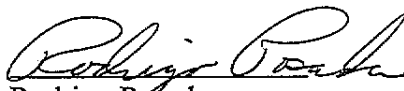
OF

AMERICA'S BAKERY, INC.

Pursuant to Florida Statutes sections 48.091 AND 607.034, the following is submitted: The above corporation, desires to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 715 N Bel Aire Drive, Plantation, Florida, has named Rodrigo Posada located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Rodrigo Posada

June 29, 2000