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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 541-3694

Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

OLD CITY BAKERY CAFE INC.

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATIONS

B. McKnight JUL 27 2000

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ARTICLES OF INCORPORATION

OF

OLD CITY BAKERY CAFE INC.

These Articles are in compliance with Chapter 607, F.S.

Article I

The name of this corporation shall be:

OLD CITY BAKERY CAFE INC.

Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence:

Article III

The principal place of business and mailing address of this corporation shall be: 11 SPANISH ST.
ST. AUGUSTINE, FL 32084

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

The number of shares which this corporation shall have authority to issue are 1,000 shares of common stock having an individual par value of \$ 1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Article VI

The name and street address of the initial Registered Agent of this corporation shall be: MARIA BUTTINO
11 SPANISH ST.
ST. AUGUSTINE, FL 32084

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PREPARED BY: RAY STORMONT, EMPIRE CORPORATE KIT COMPANY,
1492 WEST FLAGLER STREET, #200, MIAMI, FL 33135, (305) 541-3694

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Article VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s):

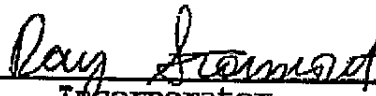
MARIA BUTTINO
PRES./SEC./DIR.

11 SPANISH ST
ST. AUGUSTINE, FL 32084

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 26TH day of JULY, 2000.



Incorporator
Ray Stormont, President
Signing for
Empire Corporate Kit of America, Inc.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

Haris Butte

REGISTERED AGENT

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