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LAW OFFICES
SMITH & SUPRASKI
PROFESSIONAL ASSOCIATION
2450 N.E. MIAMI GARDENS DRIVE (186TH STREET)
SECOND FLOOR
NORTH MIAMI BEACH, FLORIDA 33180

JOSE SMITH
ATTORNEY AT LAW
LOUIS A. SUPRASKI
BOARD CERTIFIED
REAL ESTATE LAWYER

STEVEN H. ROTHSTEIN
ATTORNEY AT LAW
MARK S. WEINBERG
ATTORNEY AT LAW

November 6, 2000

FILED
00 NOV -8 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (305) 792-0060
FAX (305) 792-0061

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

RE: AMERICAN BAKERY CONCEPTS, INC.

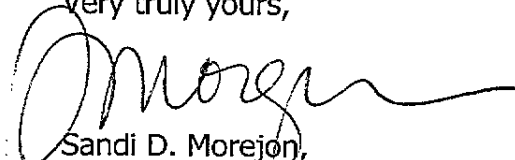
Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for **AMERICAN BAKERY CONCEPTS, INC.**, along with a check in the amount of \$78.75, payable to Secretary of State.

Please file the original, certifying the copy and sending same back to this office.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,


Sandi D. Morejon,
Legal Assistant

/sdm
Enclosures

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ARTICLES OF INCORPORATION
OF
AMERICAN BAKERY CONCEPTS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is: AMERICAN BAKERY CONCEPTS, INC. The principal place of business of this corporation shall be at 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, FL 33180.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred Thousand (100,000) shares of common stock of no par value.

ARTICLE IV
CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DURATION

This corporation is to have perpetual existence commencing on the date of filing and acknowledgment of these Articles of Incorporation.

ARTICLE VII
DIRECTORS

The number of directors of the corporation shall not be less than two or more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

NAME

Michael R. Margolis

ADDRESS

Sint Nicolaasstraat 42
1012 NK Amsterdam
The Netherlands

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL MARGOLIS President	Sint Nicolaasstraat 42 1012 NK Amsterdam The Netherlands
MICHAEL MARGOLIS Secretary	Sint Nicolaasstraat 42 1012 NK Amsterdam The Netherlands

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Esq., 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

ARTICLE XII
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

NAME

Louis A. Supraski

ADDRESS

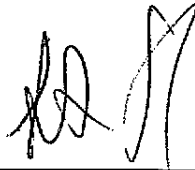
2450 N.E. Miami Gardens Drive
Second Floor
North Miami Beach, FL 33162

ARTICLE XIII
INDEMNIFICATION

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 7th day of NOVEMBER, 2000.

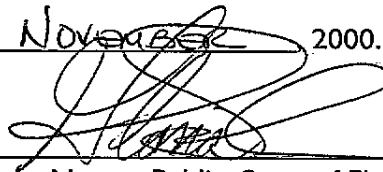


LOUIS A. SUPRASKI
SUBSCRIBER

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared LOUIS A. SUPRASKI, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Miami-Dade County, Florida this 7th day of NOVEMBER, 2000.



Notary Public, State of Florida

My Commission Expires:

GLORIA SALOM

Print Name of Notary Public



Gloria Salom
Commission # CC 922524
Expires May 12, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT AMERICAN BAKERY CONCEPTS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS LOCATED AT, 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, FL
33180, HEREBY NAMES LOUIS A. SUPRASKI, ESQ., AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA.



LOUIS A. SUPRASKI

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.



LOUIS A. SUPRASKI,
REGISTERED AGENT

DATED: 11/7/00

00 NOV -8 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED