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TRANSMITTAL LETTER

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*****70.00 *****70.00

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

SUBJECT : LA ENCRUCIJADA BREAD FACTORY, INC

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00

FROM

EMILIANO LORENZO
8950 SW 142 AVE . SUITE 908
MIAMI FL 33186

FILED
01 MAY -9 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FL 32314

5-15-01
KPC

ARTICLES OF INCORPORATION
OF
LA ENCRUCLJADA BREAD FACTORY, INC.

FILED
01 MAY -9 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE I. NAME

The name of the corporation shall be:

LA ENCRUCLJADA BREAD FACTORY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8950 SW 142 AVE . SUITE 908
MIAMI FL 33186

ARTICLE III. CAPITAL STOCK

The number of stock that this corporation is authorized to have outstanding at any one time is:

1000 (ONE THOUSAND) SHARES, \$1.00 PAR VALUE EACH

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

EMILIANO LORENZO
8950 SW 142 AVE . SUITE 908
MIAMI FL 33186

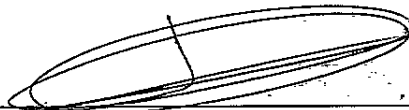
ARTICLE V INCORPORATOR (S)

**The name and Street address of the incorporator to these Articles of
Incorporation is:**

**EMILIANO LORENZO
8950 SW 142 AVE . SUITE 908
MIAMI FL 33186**

The Undersigned has executed these Articles of Incorporation this

12th day of April, 2001

A handwritten signature in dark ink, appearing to read 'Emiliano Lorenzo', is written over a horizontal line.

President/ Director

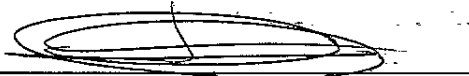
CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the States of Florida, submits the following statement in designating the registered office/ registered agent, in the state of Florida

1. The name of the corporation is: LA ENCRUCLJADA BREAD FACTORY, INC.
2. The name and address of the registered agent and office is:

EMILIANO LORENZO
8950 SW 142 AVE . SUITE 908
MIAMI FL 33186

Signature



President

4/12/2001

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

Signature



Date 4/12/01

FILED
01 MAY -9 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA