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Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

POMMES & PANE OF COCONUT GROVE, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG 28 PM 1:00

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B. McKnight AUG 28 2001

ARTICLES OF INCORPORATION
of
POMMES & PANE OF COCONUT GROVE, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is: *Pommes & Pane of Coconut Grove, Inc.*

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

3109 Grand Avenue, #273
Miami, Florida 33133

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is *10,000* shares with a par value of *\$1.00* per share.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Jose R. Puig, Esq.
Law Offices of Puig & Associates, P.A.
600 Brickell Avenue, Suite 200
Miami-Dade County
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE V DIRECTORS & OFFICERS

The names and addresses of the persons constituting the initial board of directors are:

Director / President / Treasurer
Olav T. Smit
3109 Grand Avenue, #273
Miami, FL 33133

Director / Vice President / Secretary
José R. Puig, Esq.
600 Brickell Avenue, Suite 200
Miami, FL 33131

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

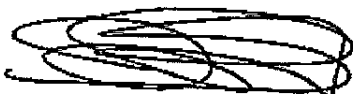
Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Jose R. Puig, Esq., Incorporator
600 Brickell Avenue, Suite 200
Miami, Florida 33131

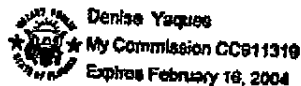
CITY OF MIAMI)
COUNTY OF MIAMI-DADE)
STATE OF FLORIDA)

BEFORE ME, the undersigned officer, appeared the above-mentioned individual, José R. Puig, in his capacity as Incorporator, who is personally known to me, and after being duly sworn, executed the foregoing Articles of Incorporation, as his free and voluntary act, as of this 23rd day of August, 2001.



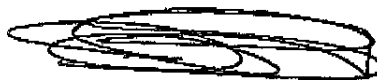
Denise Yaques
Notary Public, State of Florida
Commission No.: CC911319

My commission expires: Feb. 16, 2004



ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the Corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



José R. Puig, Esquire

I have hereunto made, subscribed and acknowledged these Articles of Incorporation.



José R. Puig, Esquire

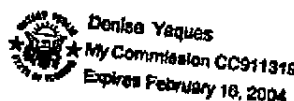
CITY OF MIAMI)
COUNTY OF MIAMI-DADE)
STATE OF FLORIDA)

BEFORE ME, the undersigned officer, appeared the above-mentioned individual, José R. Puig, in his capacity as Registered Agent, who is personally known to me, and after being duly sworn, executed the foregoing Acknowledgment and Consent as Registered Agent, as his free and voluntary act, as of this 23rd day of August, 2001.



Denise Yaques
Notary Public, State of Florida
Commission No.: CC911319

My commission expires: Feb. 16, 2004



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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