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02 FEB 25 PM 3:06

OMNI BUSINESS SERVICES, INC.

2427 BISCAYNE BLVD
MIAMI, FLORIDA 33137

Ph:(305) 576-7755 . Fax: (305) 576-9107

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

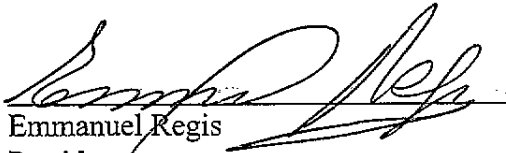
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*****78.75 *****78.75

Gentlemen:

Enclosed you will find the Articles of Incorporation of
TROPICAL BAKERY, INC along with a money
order in the amount of \$ 78.75 . Please register it for me.

Thanking you for your courtesy, I remain.....

Sincerely Yours _


Emmanuel Regis
President

w02-2932

OB 3/27



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 31, 2002

EMMANUEL REGIS
OMNI BUSINESS SERVICES, INC.
2427 BISCAYNE BLVD
MIAMI, FL 33137

SUBJECT: TROPICAL BAKERY, INC
Ref. Number: W02000002932

We have received your document for TROPICAL BAKERY, INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 102A00006093

**ARTICLES OF INCORPORATION
OF
TROPICAL DELIGHT BAKERY ,INC**

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby make, subscribe, acknowledge and file with the Department of State these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the Laws of the State of Florida.

ARTICLE I-NAME:

The name of this Corporation shall be:

TROPICAL DELIGHT BAKERY, INC

ARTICLE II-GENERAL NATURE OF BUSINESS:

This Corporation may engage in activity or business permitted under the laws of the United States of America, and the State of Florida.

ARTICLE III-CAPITAL STOCK:

The maximum number of shares which the Corporation shall have authority to issue is the total sum of:

SHARES:	PAR VALUE
40,000	\$ 1.00

which shall be designated " Common Shares" . Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said Capital Stock may be paid for in cash, in property (other than stock or securities) or in labor or services at a fair valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV-TERM OF CORPORATE EXISTENCE:

The Corporation shall have perpetual existence.

ARTICLE V-INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT:

The following shall be the street address of the initial registered office of this Corporation and the name of its initial registered agent at such address.

ADDRESS OF OFFICE:	AGENT AT SUCH ADDRESS
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KARL GREGOIRE	121 N.E. 171 ST STREET N. MIAMI, FL 33162
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IT IS ALSO THE MAILING ADDRESS OF THIS CORPORATION.

ARTICLE VI-DIRECTORS:

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) . Each of said director shall be of full age .

ARTICLE VII-INITIAL BOARD OF DIRECTORS IS/ ARE:

DIRECTORS:	ADDRESS
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KARL GREGOIRE	121 N.E. 171 ST STREET
" "	N. MIAMI, FL 33162

RONALD YOUANCE	121 N.E. 171 ST STREET
" "	N. MIAMI, FL 33162

MARIO GREGOIRE	121 N.E. 171 ST STREET
" "	N. MIAMI, FL 33162

The members of the first board of Director, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence or until their successors are selected or appointed and qualified

ARTICLE VIII-SUBSCRIBERS:

NAME	ADDRESS	NUMBER OF SHARES
KARL GREGOIRE “ ”	121 N.E. 171 st Street N. MIAMI, Fl 33162	25,000
RONALD YOUANCE “ ”	121 N.E. 171 st Street N MIAMI, Fl 33162	25,000
MARIO GREGOIRE “ ”	121 N.E. 171 st Street N.MIAMI, Fl 33162	25,000

ARTICLE IX-OFFICERS:

The officer of this Corporation shall be a President who shall be a Director, a Secretary and a Treasurer and such officer, agent and factor as may deemed necessary.

OFFICERS:**ADDRESS**

KARL GREGOIRE “ ”	PRESIDENT	121 N.E. 171 ST STREET N. MIAMI, FL 33162
RONALD YOUANCE “ ”	TREASURER	121 N.E. 171 st STREET N. MIAMI, FL 33162
MARIO GREGOIRE “ ”	SECRETARY	121 N.E. 171 st STREET N. MIAMI, FL 33162

ARTICLE X-AMENDMENT :

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida and all rights conferred upon stockholder herein after are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 22nd DAY OF JANUARY 2002

Signatures of Incorporators:


KARL GREGOIRE / PRESIDENT



RONALD YOUANCE / TREASURER


MARIO GREGOIRE / SECRETARY

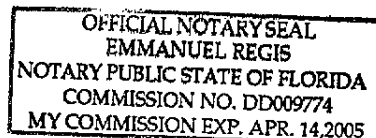
State of Florida

County of Miami-Dade

The foregoing instrument was acknowledged and sworn to before me this 22nd Day of JANUARY 2002


Notary Signature

My Commission Expires:



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NOTARY PUBLIC STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATED
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the prevention of section 607.325, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement designating the registered agent in the State of Florida.

1- The name of the Corporation is:

TROPICAL DELIGHT BAKERY, INC

2-The name and address of the registered agent and office is:


KARL GREGOIRE
121 N.E. 171st STREET
N. MIAMI, FLORIDA 33162

IT IS ALSO THE MAILING ADDRESS OF THIS CORPORATION


Signature / Corporate Officer

Date: 01-22-2002

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 provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties, and obligation of section 607.325 Florida Statutes.

Signature: 

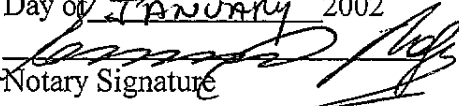
Date: 01-22-2002

I hereby certify that on this day before me, a notary public duly authorized in the State and County named above to take acknowledgments personally appeared:

NAME: KARL GREGOIRE to me know to be the person described as registered agent.

State of Florida
County of Miami-Dade

The foregoing instrument was acknowledged and sworn to before me this 22
Day of JANUARY 2002


Notary Signature

My Commission Expires

OFFICIAL NOTARY SEAL
EMMANUEL REGIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD009774
MY COMMISSION EXP. APR. 14, 2005