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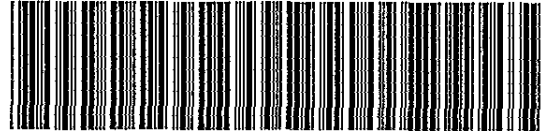
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03 JAN 21 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-29-03
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TRANSMITTAL LETTER

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

SUBJECT: LE MAÎTRE PATISSERIE, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Aland Pierre-Canel
Name (Printed or typed)

P.O. Box 370305
Address

Miami, FL 33137
City, State & Zip

(305) 892-8565
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LE MAITRE PATISSERIE, INC.**

The undersigned incorporator hereby forms a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is **LE MAITRE PATISSERIE, INC.**

ARTICLE II. NATURE OF BUSINESS

This corporation shall engage any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. PRINCIPAL OFFICE

The address of the principal office of this corporation is **927 NE 125 St, North Miami, Florida 33161** and the mailing address is the same.

ARTICLE IV INCORPORATOR

The name and address of the incorporator of this Corporation is:

Aland Pierre-Canel
P.O. Box 370305
Miami, Fl 33137

ARTICLE V OFFICER

The initial president of the corporation shall be:

Walner Altidor

whose street and mailing address shall be the same as the principal office of the corporation.

ARTICLE VI. DIRECTOR(S)

The Director(s) of the Corporation shall be:

Walner Altidor

whose address shall be the same as the principal office of the Corporation.

ARTICLE VII CORPORATE CAPITALIZATION

7.1 The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each having a par value of ONE DOLLAR (\$1.00).

- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII. SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation,, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE IX SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholder's Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE X. POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable laws or these Articles of Incorporation.

ARTICLE XI TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XII TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 927 N.E 125 St, North Miami, FL 33161. The name of the initial registered agent of the Corporation is Walner Altidor.

ARTICLE XIV. BY LAWS

The Board of Directors (s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XV EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVI. AMENDMENT


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment thereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the

State of Florida, and all the rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XV. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of Shareholders Restrictive Agreement, if any, is on file at the principal office of Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida this day of January 14, 2003.


Alan Pierre-Canel, Incorporator

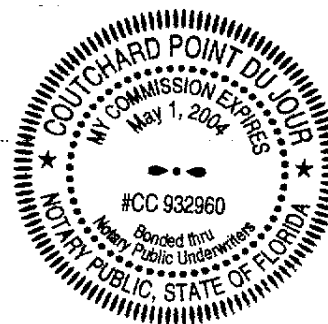
STATE OF FLORIDA)

COUNTY OF)

The foregoing Articles of Incorporation of **Le Maitre Patisserie, Inc.** were acknowledged before me this 15 day of JANUARY 2003 by the above-mentioned individual who is personally known to me or has produced identification and upon oath has acknowledged being such.


NOTARY PUBLIC

My commission expires: 5/1/04



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03 JAN 21 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT OF REGISTERED AGENT

Walner Altidor having a business office located at 927 NE 125 St N. Miami, FL 33161, which is the address of the registered office, and having been designated the Registered Agent in the above and foregoing Articles of Incorporation is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY: 
Walner Altidor

Date: 1/15/03