

P03000010815

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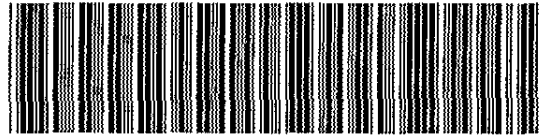
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/28/03--01075--012 **78.75

RECEIVED
03 JAN 28 AM 11:56
DIVISION OF CORPORATION

FILED
03 JAN 29 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
W03-35

1/29

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BREAD AND FOOD INTERNATIONAL INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 28, 2003

LAZARUS

SUBJECT: BREAD AND FOOD INTERNATIONAL INC.
Ref. Number: W03000002548

We have received your document for BREAD AND FOOD INTERNATIONAL 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):

You must list the corporation's principal office and/or a mailing address in the document.

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: 303A00005283

RECEIVED
03 JAN 29 4:11:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BREAD AND FOOD INTERNATIONAL INC.**

FILED
03 JAN 29 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this corporation is **BREAD AND FOOD INTERNATIONAL INC.**
17005 S.W. 34th Street, Miramar, Fl. 33027

ARTICLE II – DURATION

This corporation shall have perpetual existence unless dissolved according to law, and its existence shall commence on the date of execution and acknowledgment.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue **Five Thousand (5,000) shares of One Dollar (\$1.00)** per value common stock, which shall be designed “**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, 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.

ARTICLE V – PREVENTIVE RIGHTS

Every stockholder, upon the sale 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 pro rata share thereof, as nearly as may be without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:
17005 SW. 34 St. Miramar, Florida 33027, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business within or without the State of Florida that may be deemed expedient, and the name of the initial Registered Agent of this Corporation is **RAFAEL VASQUEZ**.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This Corporation shall have **1 (ONE)** director initially. The number of Directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The name and address of the initial Directors of this Corporation and the amount of stock each agrees to purchase are:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. OF OFFICE</u>	<u>SHARES</u>
Rafael Vasquez	17005 SW. 34 St. Miramar Fl. 33027	President	5,000

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:
Rafael Vasquez
17005 SW. 34 St. Miramar, Florida 33027

ARTICLE IX - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shareholders entitle to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation, dully called as provided by law.

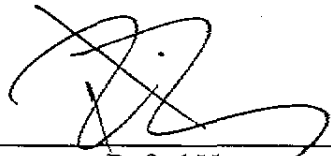
ARTICLE XI - TERM OF DIRCTORS

The directors of this Corporation shall have one (1) year term.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of **January 2003**.



Rafael Vasquez

State of Florida

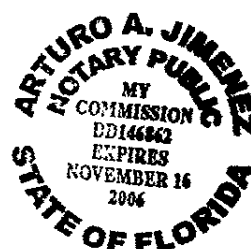
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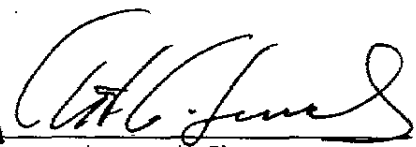
County of **Miami – Dade**

Before me, a Notary Public authorized to take acknowledgment in the State of Florida and County set forth above, personally appeared --- **Rafael Vasquez** – who produces her driver license as identification to prove that she is the person who executed the forgoing Articles of Incorporation, and acknowledged before me that **He** executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 22nd day of **January 2003**.

My commission Expires:





Arturo A. Jimenez

REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FILED
03 JAN 29 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First - That **Bread and Food International Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of **Miiramar** County of **Broward**, State of Florida, has named **Rafael Vasquez**, located at **17005 SW. 34 St. Miramar, Florida 33027** as its Agent to accept service of process within this State.

BREAD AND FOOD INTERNATIONAL INC.

By: _____

Rafael Vasquez

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Rafael Vasquez
(Registered Agent)