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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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2-18-03

LAW OFFICES
JEROME S. REISMAN
A PROFESSIONAL ASSOCIATION
3006 AVIATION AVENUE
SUITE 4B
COCONUT GROVE, FLORIDA 33133

JEROME S. REISMAN, ESQ.
MERCEDES A. ORTEGA
PARALEGAL

TELEPHONE
(305) 856-1856
FAX
(305) 856-6988
E-MAIL
JerryReisman@aol.com

February 7, 2003

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

Re: ROCCO'S BAKERY, INC.

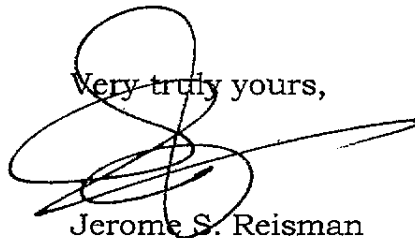
Dear Sir or Madam:

Enclosed are an original and one copy of the **Articles of Incorporation** for the above named corporation, together with a check in the sum of \$122.50 to cover the following charges:

	Filing Fee	\$ 35.00
	Registered	\$ 35.00
	Certified Copy	\$ <u>52.50</u>
Total =		\$122.50

I would appreciate your processing the enclosed documentation and issuing a **Certificate of Incorporation** on said corporation.

Very truly yours,



Jerome S. Reisman

JSR/rp
Enc.

ARTICLES OF INCORPORATION

OF

ROCCO'S BAKERY, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

ROCCO'S BAKERY, INC

The business of the corporation shall be carried on in Miami, Dade County Florida, and at such other place or places countries as may from time to time be authorized by the Board of Directors. Its principal office shall be 3006 Aviation Avenue, Suite 4B, Coconut Grove, FL 33133

ARTICLE II

The general nature of the business to be transacted by the corporation shall be as follows:

- (a) To prepare baked goods.
- (b) To purchase and obtain all of the ingredients necessary to prepare and bake bread, or any other baked goods.
- (c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.
- (d) Any stock issued by this corporation may qualify under S1244 of the Internal Revenue Code of 1954, and as same may be amended.
- (e) This corporation shall have all of the general powers together with all additional and specific powers granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers.
- (f) The foregoing clauses shall be construed both as objects and as powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

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CLERK OF STATE
03 FEB 13 PM 12:42
CORPORATION

ARTICLE III

The corporation shall begin business at least such minimum amount of capital as required by the applicable Florida Statutes, and shall have perpetual existence.

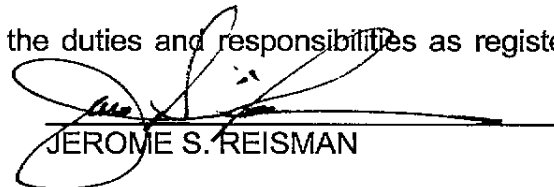
ARTICLE IV

The corporation is authorized to issue 5000 shares of \$1.00 Par Value common stock.

ARTICLE V

The street address of the registered office of this corporation is, 3006 Aviation Avenue, Suite 4B, Coconut Grove, FL 33133 and the registered agent of this corporation at that address is JEROME S. REISMAN.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



JEROME S. REISMAN

ARTICLE VI

The business of this corporation shall be conducted by a Board of Directors consisting of one or more Directors. The exact number of Directors may be fixed by the By-Laws of this corporation. The name and street addresses of the new Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected or appointed and have qualified, are as follows:

President :	Emanuel Bernard
Secretary Treasurer:	Evelyn Giordani

ARTICLE VII

The name and post office address of each subscriber to these Articles of Incorporation and the number of shares of stock which each agrees to take, and the consideration therefore, are as follows:

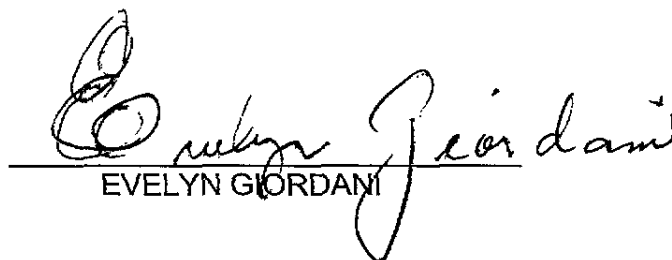
<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES AMOUNT</u>
Emanuel Bernard	471 NE 110 th Terrace, Miami, FL 33161	250
Evelyn Giordani	9371 SW 26 th Street, Miami, FL 33165	250

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at

the organization meeting. The total value so fixed will amount to at least \$500.00. All of the aforesaid stock is to be issued as fully paid for and exempt from assessment.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed this 30th day of January, 2003.


EMANUEL BERNARD


EVELYN GIORDANI