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BASIC AMENDMENT

MI PUEBLO PANADERIA, INC.

Certificate of Status	0
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Amended/Restated
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MI PUEBLO PANADERIA, INC**

Pursuant to Sections 607.1003, 607.1006, 607.0704 and 607.0821 of the Florida Business Corporation Act, the Articles of Incorporation of Mi Pueblo Panaderia, Inc. (the "Corporation") were amended and restated by unanimous written consent of the shareholders and board of directors of the Corporation, on October 28, 2004, constituting a sufficient number of votes to approve the amendments, as follows:

ARTICLE I. NAME

The name of the Corporation is Mi Pueblo Panaderia, Inc.

ARTICLE II. PRINCIPAL OFFICE

The initial principal place of business and mailing address of this Corporation shall be: 10910 West Flagler Street, Suite 116, Miami, Florida 33174.

ARTICLE III. PURPOSE

The purpose for which the Corporation is organized is: to engage in any lawful act or activity for which corporations may be organized under the law of Florida.

ARTICLE IV. SHARES

The number of shares of common stock that this Corporation is authorized to have outstanding at any one time is: Ten Thousand (10,000), each with a par value of \$0.01.

ARTICLE V. REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent shall be: CorpWiz Registered Agents, Inc., 8750 N.W. 36 Street, Suite 220, Miami, Florida 33178.

ARTICLE VI. DIRECTORS

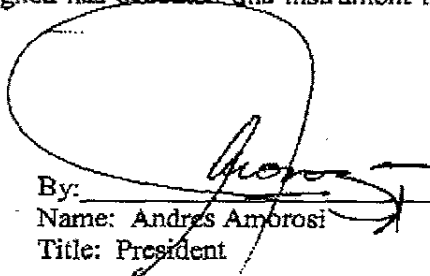
The name and street address of the Director of the Corporation shall be: Andres Amorosi, 6701 NW 111 Avenue, Miami, Florida 33178.

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ARTICLE VII. OFFICERS

The name and street address of the President, Vice President, Secretary, and Treasurer of the Corporation shall be: Andres Amorosi, 6701 NW 111 Avenue, Miami, Florida 33178.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 28th day of October, 2004.


By: _____
Name: Andres Amorosi
Title: President

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature, Registered Agent

10/28/04

Date

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