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P04-88177
GA

ALAYON & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

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*OF COUNSEL

REPLY TO: X

2450 S.W. 137TH AVENUE
SUITE 221
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25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131-1506
TEL. (305) 373-5444

4551 PONCE DE LEON BLVD
CORAL GABLES, FLORIDA 33146

VIA FEDERAL EXPRESS

June 4, 2004

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, FL 32399

RE: La Crema Bakery & Cafeteria, Inc.

Dear Gretchen:

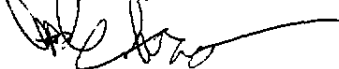
Enclosed please find the Articles of Incorporation for the above-referenced entity.

Also enclosed is our check in the amount of \$78.75 for the filing fees.

Should you have any questions, please do not hesitate to contact us.

As always, thank you for your help.

Very truly yours,



Carlos Alayon

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
LA CREMA BAKERY & CAFETERIA, INC.

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

LA CREMA BAKERY & CAFETERIA, INC.

ARTICLE II
TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$.01) Cent per share.

ARTICLE V

Document Prepared By:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
Alayon & Associates, P.A.
2450 S.W. 137th Avenue, Suite 221
Miami, Florida 33175
(305) 221-2110

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TALLAHASSEE, FLORIDA

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

A&A REGISTERED AGENT, INC.
2450 S.W. 137th Avenue
Suite 221
Miami, Florida 33175

ARTICLE VI
MAILING AND PRINCIPAL ADDRESS OF THE CORPORATION

The mailing address of the Corporation is:

9351 SW 16th Street
Miami, Florida 33165

The principal office of the Corporation as of the date of execution of these Articles, and is:

9351 S.W. 16th Street
Miami, Florida 33165

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have 2 officer(s) initially. The name and address of the initial officer(s) of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

JOSE A. RAPOSO, PRESIDENT & SECRETARY
9351 SW 16TH STREET
MIAMI, FLORIDA 33165

MARIA E. RAPOSO, VICE-PRESIDENT AND TREASURER
9351 SW 16TH STREET
MIAMI, FLORIDA 33165

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TALLAHASSEE, FLORIDA

The number of officers/directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

ARTICLE VIII
INCORPORATOR

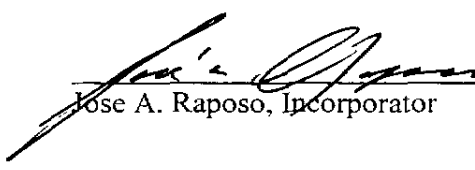
The name and address of the incorporator of the corporation is:

JOSE A. RAPOSO
9351 S.W. 16TH STREET
MIAMI, FLORIDA 33165

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 6th day of June, 2004.


Jose A. Raposo, Incorporator

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TALLAHASSEE, FLORIDA

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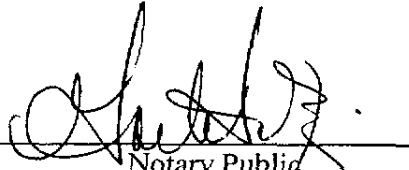
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared JOSE A. RAPOSO, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 4th day of June, 2004.



Gretel Rodriguez
Commission # 00260061
Expires Oct. 21, 2007
Aaron Notary
1-800-350-5161




Notary Public
State of Florida at Large

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of LA CREMA BAKERY & CAFETERIA, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.0505.

Dated this 4th day of June, 2004.



Gretel Rodriguez, President
A&A Registered Agent, Inc.

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TALLAHASSEE, FLORIDA

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