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Division of Corporations
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From:

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FLORIDA PROFIT CORPORATION OR P.A.

kelly's bakery & cafe co.

D. WHITE APR 26 2005

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 25, 2005

EMPIRE CORPORATE KIT COMPANY

SUBJECT: KELLY'S BAKERY & CAFE, CO.
REF: W05000020645

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

If you have any further questions concerning your document, please call (850) 245-6965.

Dorine Martin
Document Specialist
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Letter Number: 505A00028175

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**KELLY'S BAKERY CORP.
3990 NW 132 STREET
UNIT A
OPALOCKA, FLORIDA 33052**

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

Gentleman:

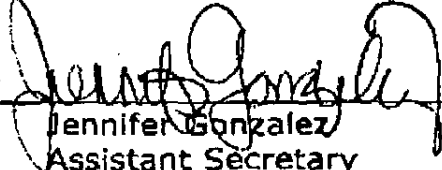
We are opening a sister corporation, to wit Kelly's Bakery & Café Co.
Please consider this letter to be authorization and consent to allow
the corporation to proceed even though it is a very similar name to that
which we already operate and own.

Thank you for your cooperation in this matter.

Very truly yours,

KELLY'S BAKERY CORP.

BY


Jennifer Gonzalez
Assistant Secretary

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ARTICLES OF INCORPORATION

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: KELLY'S BAKERY & CAFÉ CO. . The corporate mailing address is: 19 WEST FLAGLER STREET, SUITE 602, MIAMI, FLORIDA 33130.

ARTICLE II

The general nature of the business to be transacted by this corporation is to enter into retail bakery and whole sale or any other lawful purpose. It shall have every corporate power granted by the Florida legislature.

ARTICLE III

The maximum number of shares of stock with which this corporation is authorized to have outstanding at any time is 100 shares at \$00.00 par value.

ARTICLE IV

This corporation shall have perpetual existence.

LAW OFFICES
BRIAN R. HERSH
SUITE 602, BISCAYNE BUILDING
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-4477
FLORIDA BAR NO: 104540

ARTICLE V

The street address of the initial registered office of this corporation is: 19 West Flagler Street, Suite 602, Biscayne Building, Miami, Florida 33130-4477, and the name of the initial registered agent of this corporation at that address is: BRIAN R. HERSH.

ARTICLE VI

This corporation shall have one director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name(s) and the address(es) of the initial director(s) of this corporation is (are):

Elango Ellappan	3990 NW 132 Street Unit A Opalocka, Florida 33052
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ARTICLE VII

The name and address of the person signing these Articles is:

Aillen Rivero	19 West Flagler Street Suite 602 Miami, Florida 33130
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ARTICLE VIII

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share of any authorized and unissued and Treasury Stock of this Corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

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MIAMI, FLORIDA 33130-4477
FLORIDA BAR NO: 104540

ARTICLE IX

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 22nd day of April, 2005.

Aileen Rivero
AILEEN RIVERO

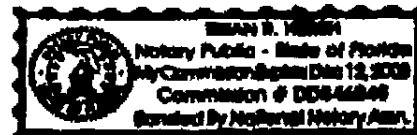
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared Aileen Rivero, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and (s)he (they) acknowledged before me that (s)he they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of April, 2005.

Brian R. Hersh
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-4477
FLORIDA BAR NO: 104540

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**CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

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

First--That Elango Ellappan desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Miami, County of Miami-Dade, State of Florida, has named **BRIAN R. HERSH**, located at 19 WEST FLAGLER STREET, SUITE 602, City of MIAMI, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

BY:

BRIAN R. HERSH
(Registered Agent)

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TALLAHASSEE, FLORIDA

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