

PO70000037443

(Requestor's Name)

Albert L. Cooper, Jr.
323 Brier Rose Lane
Orange Park, MN 55443

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

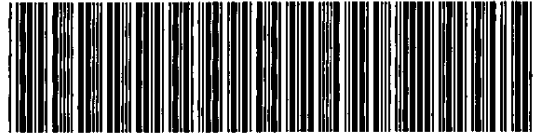
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 6, 2006

ALBERT L. COOPER, JR.
323 BRIER ROSE LANE
ORANGE PARK, FL 55443

SUBJECT: BRAZILIAN BAKERY, CORP.
Ref. Number: W06000052761

We have received your document for BRAZILIAN BAKERY, CORP. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

An effective date **may** be added to the Articles of Incorporation **if a 2007 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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 Filing Section

Letter Number: 906A00069954

March 19, 2007

Attention: Doris Brown
Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

Hi Doris

In December of 2006 I filed corporation documents for Brazilian Bakery, Corp and since then we have not receive the corporate document. In late January I called and spoke to a staff who confirmed receiving the documents but said that a letter requesting me the Registered Agent was send to my address. However, I did not receive said letter. I was told than a copy would be mail to me.

However, since then I have not receive such a letter. Today, I talked to Diana another staff of your department and again she said that the document was mailed in late December. She said a copy of said document was not kept. In view of this, I am sending the corporate filing document a new. I did file those documents with one for the "The Best Kitchen". The appropriate fees were since then send. I am therefore only sending the corporation's document.

Thanks in advance for your understanding and help in resolving this issue.

Respectfully yours,



Albert L. Cooper, Jr
323 Brier Rose Lane
Orange Park, FL 32065
612-578-1115

COVER LETTER

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

SUBJECT: BRAZILIAN BAKERY, CORP
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ALBERT L. COOPER, JR
Name (Printed or typed)

323 BRIER ROSE LANE
Address

ORANGE PARK, FL 32065
City, State & Zip

(612) 578-1115
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
of
BRAZILIAN BAKERY, CORP

The undersigned persons, acting as incorporators of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is BRAZILIAN BAKERY, *CORP*

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

Name BRAZILIAN BAKERY, CORP
Address 9825 SAN JOSE BLVD SUITE 20
City JACKSONVILLE, FL 32257

ARTICLE III
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the State of Florida.

ARTICLE IV
SHARES

The total number of shares which the corporation shall have authority to issue are 8,000 shares with a par value of \$5.00 per share.

ARTICLE V
DIRECTORS

The name and residence address of the persons constituting the initial board of directors are:

Name	SERVULO R SILVA	GEFREXENDER BRAGA
Address	394 Hearthside Court	8165 HIGHGATE DRIVE
City, State & Zip	ORANGE PARK, FL 32065	JACKSONVILLE, FL 32216

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**ARTICLE VI
REGISTERED AGENT AND ADDRESS**

The name and address of the registered Agent for this corporation is:

Albert L. Cooper, Jr.
323 Brier Rose Lane
Orange Park, FL 32065

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
THE INCORPORATOR**

The names and addresses of the person serving as incorporator of the said corporation is:

ALBERT L. COOPER, JR
323 BRIER ROSE LANE
ORANGE PARK, FL 32065

**ARTICLE VIII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE IX
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.


Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

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Certification

We certify that we have read the above Articles of Incorporation and that they are true and correct to the best of our knowledge.



GEFREXENDER BRAGA
PRESIDENT
8165 HIGHGATE DRIVE
JACKSONVILLE, FL 32216

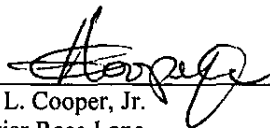
03-19-07
DATE



SERVULO R SILVA
VICE-PRESIDENT
394 HEARTSIDE COURT
ORANGE PARK, FL 32065

03-19-07
DATE

I Albert L. Cooper, Jr do hereby accepted to serve as the Incorporator and Registered Agent for the above Corporation, Brazilian Bakery Corp.



Albert L. Cooper, Jr.
323 Brier Rose Lane
Orange Park, FL 32065

3-19-07
Date