

P0800004852/

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

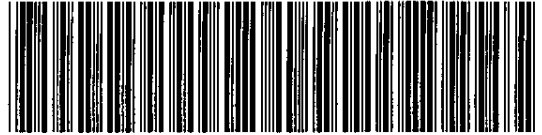
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08 MAY 14 PM 3:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

GINA L. DALPRA-BERMAN
15652 Southwest 15th St.
Davie, FL 33326

May 6, 2008

Dept. of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Incorporation of
A PASSION FOR PASTRY, INC.

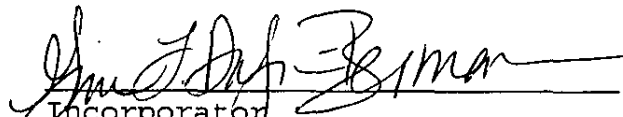
Dear Sir:

Please find enclosed the Articles of Incorporation of A PASSION FOR PASTRY, INC., together with Affidavit -- one original and one copy, with the recordation fee of \$78.75.

Kindly record these Articles and issue a certificate of incorporation.

Thank you for your prompt handling of this matter.

Sincerely,


Incorporator

ARTICLES OF INCORPORATION
OF
A PASSION FOR PASTRY, INC.

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CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

ARTICLE I.

The name and title of this Corporation shall be A PASSION FOR PASTRY, INC.

ARTICLE II.

The Corporation's purpose is to engage in any lawful business activity for which corporations may be formed under Florida Corporation Law pursuant to Chapter 607 and/or Chapter 621, F.S., as amended.

ARTICLE III.

The duration of this Corporation shall be perpetual.

ARTICLE IV.

The Corporation's registered office is located at 15652 Southwest 15th St., Davie, FL 33326.

ARTICLE V.

The Corporation has authority to issue One Thousand (1,000) shares of no par value stock, all being common.

ARTICLE VI.

All shareholders of this Corporation shall have pre-emptive rights.

ARTICLE VII.

The President of the Corporation shall be a director.

ARTICLE VIII.

The Corporation shall have as many directors as it has voting shareholders and each director shall have the right to cast One (1) vote for each share standing in his name on the records of the Corporation.

ARTICLE IX.

The name and address of the incorporator and the number of shares initially subscribed to by each is as follows:

GINA L. DALPRA-BERMAN
15652 Southwest 15th St.
Davie, FL 33326
(One hundred - 100 Shares)

ARTICLES OF INCORPORATION OF
A PASSION FOR PASTRY, INC.

ARTICLE X.

No shareholder may transfer any stock of this Corporation whether voluntary or involuntary, inter-vivos, mortis-causa, by last will or testament, or otherwise, or by operation of law, or through descent or distribution without first offering said stock to this Corporation. Said offer must be made by delivering to the Secretary of this Corporation, against written receipt, the certificates representing said stock, endorsed in blank, and a written offer to sell said stock to this Corporation, for cash, at the value hereinbelow mentioned. The Corporation shall have the right, for a period of sixty (60) days from delivery of such offer, and delivery of said certificates endorsed in blank, to the Secretary of this Corporation, to purchase the stock of said shareholder, for cash, at the book value (assets minus liabilities divided by the number of outstanding shares) thereof, as shown by the last preceding financial statement of this Corporation, after which sixty (60) days the said shares must be offered to the remaining shareholders at the same terms on a ratable basis for a period of ten (10) days, after which, if the offer is not accepted, the said shares must be sold without restriction.

The right vested in this Corporation to purchase the stock of any shareholder of this Corporation desiring to sell any stock of this Corporation may be waived, in writing, by all of the other record shareholders of this Corporation, at any time.

ARTICLE XI.

The stock of this Corporation shall be issued pursuant to Section 1244 of the Internal Revenue Code and such other action shall be taken by the Corporation as shall qualify the stock offered and issued as "Section 1244 stock", as such term is defined thereunder.

ARTICLE XII.

This Corporation claims and shall have the benefit of L.R.S. 12:161, as amended.

This charter may be amended and the capital of this Corporation may be increased or decreased, or this Corporation may be dissolved in the manner proscribed by law.

ARTICLE XIII.

This Corporation shall have the right to avail itself to the U.S. Internal Revenue Code Section 1362 and to qualify thereunder as an "S Corporation" as such term is defined for purposes of Federal taxation. This Corporation shall also have the right to avail itself of any other Internal Revenue Code Section as it may deem suitable to elect.

ARTICLES OF INCORPORATION OF
A PASSION FOR PASTRY, INC.

ARTICLE XIV.

No shareholder of this Corporation shall ever be held liable or responsible for the contracts or faults of this Corporation in any sum further than the unpaid balance on the stock for which he has subscribed, nor shall any informality in organization have the effect of rendering this charter null or of exposing any shareholders to any liability other than as above provided.

ARTICLE XV

The Corporation's initial Officers and/or directors are:


GINA L. DALPRA-BERMAN, President/Secretary, Director
15652 Southwest 15th St.
Davie, FL 33326

ARTICLE XVI

The name and Florida street address or location of the Registered Agent is:

GINA L. DALPRA-BERMAN
15652 Southwest 15th St.
Davie, FL 33326


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.



Signature/Registered Agent
GINA L. DALPRA-BERMAN

5/6/08

Date



Signature/Incorporator
GINA L. DALPRA-BERMAN

5/6/08

Date

08 MAY 14 PM 3:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED