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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Karlo Bakery & Cafe, Inc.

Certificate of Status	0
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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
KARLO BAKERY & CAFÉ, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of KARLO BAKERY & CAFÉ, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is KARLO BAKERY & CAFÉ, INC. (the "Corporation").

ARTICLE II. ADDRESS

The principal and business address of the Corporation is:

1242 Coral Way
Miami, FL 33145

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE VI. DIRECTORS/OFFICERS

The name and address of the initial Director/Officer of the Corporation is:

Daniel O. Borges: Director/President
2475 SW 22 Avenue
Miami, FL 33145

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ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2475 SW 22nd Avenue, Miami, FL 33145 and the name of the Corporation's initial registered agent at that address is Daniel O. Borges.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Mauricio D. Rivero
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

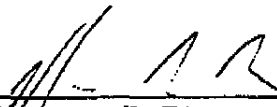
ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 20th day of May, 2008.



Mauricio D. Rivero,
Sole Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That KARLO BAKERY & CAFÉ, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 2475 SW 22nd Avenue, Miami, FL 33145 has named Daniel O. Borges as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 20th day of May, 2008.

By: 

Daniel O. Borges

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