

02/13/95

FLORIDA DIVISION OF CORPORATIONS

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2/13/95

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((H95000001783)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAG-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: RUTMAT BAKERY, INC.

FAX AUDIT NUMBER: H95000001783

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/13/1995

TIME REQUESTED: 16:19:47

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TALLAHASSEE, FLORIDA

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02/14/95 10:31 FAS-T CORPORATE AGENTS

(305) 592-9591

P. 002

H95000001703

CERTIFICATE OF INCORPORATION
OF
RUTMAT BAKERY, INC.

FILED
5 FEB 14 AM 11:53
TALLAHASSEE, FLORIDA

WE, the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I.

The name of this corporation shall be: RUTMAT BAKERY, INC.

ARTICLE II.

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

(a). To engage in the business of manufacturing, distribution, and sale of baked goods including but not limited to Breads, Pastries, Cakes, etc., and to set a cafeteria in the same premises and any other activity related to the main purpose, including all parties supplies.

CARLOS M. MENDEZ, ESQ.
Fla. Bar No: 232221
200 West 49th St.
Hialeah, Fl. 33012
Tel: (305) 885-5376

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(b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or

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Indirectly, nor counted as outstanding for the purposes of any stockholder's quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III.

The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be 200 shares, all of which shall be of \$1.00 par value, and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in services or property at just valuation, to be fixed by the Directors of this corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV.

The initial registered office of the corporation is: 1561 Ockechobee Road Hialeah, Florida and the initial registered agent at such address is LEONARDO RUBALCABA.

ARTICLE V.

This corporation is to have perpetual existence.

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ARTICLE VI.

The Initial Post Office Address of the principal office of this corporation in the State of Florida is: 1561 W. Ockeechobee Road Hialeah, Florida 33010.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII.

This corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

LEONARDO RUBALCABA	President & Director	1561 W. Ockeechobee Rd #10 Hialeah, Florida 33010
FIDEL MARRERO	Sec/Treasurer &	1561 W. Ockeechobee Rd #10 Hialeah, Florida 33010

ARTICLE IX.

The names and Post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

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<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
LEONARDO RUBALCABA	1561 W. Okeechobee Rd #10 Hialeah, FL 33010	100	\$100.00
FIDEL MARRERO	1561 W. Okeechobee Rd #10 Hialeah, FL 33010	100	\$100.00

ARTICLE X.

The management and control of the business of this corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President; one or more Vice-Presidents; a Treasurer and a Secretary; one or more of said officers may hold one or more offices.

ARTICLE XI.

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 a majority of the stock entitle to vote thereon.

ARTICLE XII.

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

(a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

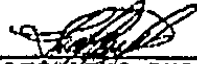
(c) To set apart out of any funds of the corporation

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available for dividends a reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 10th day of February, 1995.


LEONARDO RUBALCABA


FIDEL MARRERO

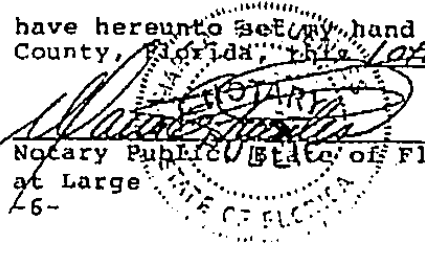
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared LEONARDO RUBALCABA, and FIDEL MARRERO to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Hialeah, Dade County, Florida, this 10th day of February, 1995.

MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES NOV. 17, 1995
BONDED THRU GENERAL INS. UND.


Notary Public, State of Florida
at Large

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STATE OF FLORIDA)

COUNTY OF DADE)
DU:

BEFORE ME, the undersigned authority, personally appeared LEONARDO RUBALCABA, to me known to be the person described as the Resident Agent and Initial Registered Agent, as set forth in these Articles of Incorporation and he/she hereby accepts to act in this capacity and agrees to comply with the provisions of said Act.


LEONARDO RUBALCABA

SWORN TO AND SUBSCRIBED before me on this 14th day of February, 1995.


NOTARY PUBLIC

My Commission Expires:

FILED
95 FEB 14 AM 11:35
TALLAHASSEE, FLORIDA