

P95000053645

MIAMI, JULY 3, 1995

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

6000011530286
-07/05/95--01081--002
****122.50 ****122.50

TO WHOM IT MAY CONCERN:

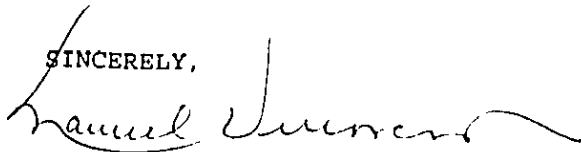
ENCLOSED FIND THE ARTICLES OF INCORPORATION FOR INTENATIONAL
BAKERY OF MIAMI, INC. TO BE FILED.

ONCE THEY HAVE BEEN FILED, PLEASE MAIL THEM TO MY ATTENTION TO:

2171 S.W. 24TH TERRACE
MIAMI, FL 33145

SHOULD YOU HAVE ANY QUESTIONS OR NEED ADDITIONAL INFORMATION,
PLEASE CALL ME AT 305-858-0788.

SINCERELY,


MANUEL VILLAVERDE
ACCOUNTANT

Dmc
7/11/95

FILED
95 JUL -5 AM 11:06
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL BAKERY OF MIAMI, INC.

FILED
25, "1-5 11:06
STATE OF FLORIDA

WE, THE UNDERSIGNED RESIDENTS OF DADE COUNTY, FLORIDA, ALL OF LEGAL AGE, DO HEREBY ASSOCIATE OURSELVES TOGETHER AND SUBSCRIBE THIS CERTIFICATE OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND ARE SUBJECT TO THE FOLLOWING PROVISIONS:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE: INTERNATIONAL BAKERY OF MIAMI, INC.

ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OF BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

THE CAPITAL STOCK OF THIS CORPORATION SHALL BE ONE THOUSAND SHARES OF \$1.00 PAR VALUE COMMON STOCK, FULLY PAID AND NON-ASSESSABLE WITH FULL VOTING RIGHTS, PAYABLE IN LAWFUL U.S. CURRENCY OR IN PROPERTY AND SERVICES, AT A JUST VALUATION TO BE DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE IV

THE CORPORATION SHALL COMMENCE BUSINESS WITH A CAPITAL OF ONE THOUSAND DOLLARS, (\$1,000.00).

ARTICLE V

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VI

THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE LOCATED AT: 8332 SW 161 PL, MIAMI, FL 33193. OTHER OFFICES FOR THE TRANSACTION OF BUSINESS MAY BE LOCATED WHEREVER THE DIRECTORS MAY DEEM NECESSARY OR EXPEDIENT.

ARTICLE VII

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS, WHO NEED NOT BE STOCKHOLDERS OF THE CORPORATION. THE NUMBER OF DIRECTORS, NOT LESS THAN ONE, SHALL BE FIXED BY A RESOLUTION OF THE STOCKHOLDERS AT ANY REGULAR OR SPECIAL MEETING, SUBJECT TO THE MANNER OF HOLDING SUCH MEETINGS PRESCRIBED BY THE BY-LAWS.

ARTICLE VIII

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND OFFICERS WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THE CORPORATION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

NAME	ADDRESS	TITLE
EDGARDO SUAREZ	8332 SW 161 PLACE MIAMI, FL 33193	PRESIDENT
ROSARIO SUAREZ	8332 SW 161 PLACE MIAMI, FL 33193	SECRETARY/ TREASURER

ARTICLE IX

THE NAMES AND ADDRESSES OF EACH OF THE SUBSCRIBERS TO THIS CERTIFICATE OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK WHICH EACH SUBSCRIBER AGREE TO TAKE ARE AS FOLLOWS:

NAME	ADDRESS	SHARES
EDGARDO SUAREZ	8332 SW 161 PLACE MIAMI, FL 33193	500 SHARES \$500.00
ROSARIO SUAREZ	8332 SW 161 PLACE MIAMI, FL 33193	500 SHARES \$500.00

THIS CORPORATION SHALL HAVE FULL POWER TO CARRY ON AND TRANSACT EACH OR ALL OF THE BUSINESS ENUMERATED IN ARTICLE II OF THIS CERTIFICATE AND SHALL HAVE ALL THE GENERAL AND ADDITIONAL POWER NOW OR HEREAFTER CONFERRED UPON IT BY LAW.

ARTICLE X

THE REGISTERED AGENT IS:

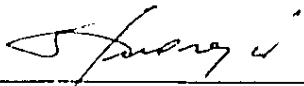
ROSASIO SUAREZ
8332 SW 161 PLACE
MIAMI, FL 33193

ARTICLE XI

THE CORPORATION SHALL HAVE THE POWER TO ISSUE THE WHOLE OR ANY PART DETERMINED BY THE BOARD OF DIRECTORS, OF THE SHARES OF THE CAPITAL STOCK AS PARTLY PAID, SUBJECT TO CALLS THEREON UNTIL THE WHOLE TRANSFER THEREOF SHALL HAVE BEEN PAID.

ARTICLE XII

UPON ELECTION OF A BOARD OF DIRECTORS BY THE STOCKHOLDERS, SUCH BOARD OF DIRECTORS SHALL MANAGE THE BUSINESS AFFAIRS OF THIS CORPORATION WITHOUT THE NECESSITY OF FURTHER AUTHORITY FROM THE STOCKHOLDERS, EXCEPT AS BY LAW OR IN THIS CERTIFICATE OTHERWISE PROVIDED. ANY ACTION OF SUCH BOARD OF DIRECTORS MAY BE RESCINDED, OR ANY DIRECTOR OR OFFICER REMOVED FROM OFFICE, ONLY UPON A VOTE OF STOCKHOLDERS HOLDING A MAJORITY OF THE STOCK OF THE CORPORATION WHICH AT SAID TIME BE ACTUALLY ISSUED UNLESS OTHERWISE PROVIDED BY LAW WHETHER SAID STOCK SHALL BE FULLY OR PARTIALLY PAID UNLESS OTHERWISE DETERMINED BY THE BOARD OF DIRECTORS AT OR BEFORE THE TIME OF ISSUANCE THEREOF. IN WITNESS THEREOF, THE UNDERSIGNED INCORPORATORS HAVE HEREUNTO SET THEIR HANDS AFFIXED THEIR SEALS THIS JUNE 27, 1995.



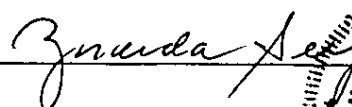
EDGARDO SUAREZ

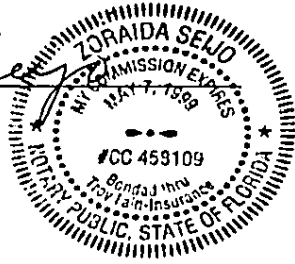


ROSARIO SUAREZ

STATE OF FLORIDA)
)
COUNTY OF DADE)

I, THE UNDERSIGNED AUTHORITY, HEREBY CERTIFY THAT ON THIS 28th DAY OF June, 1995, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THIS STATE AND COUNTY TO TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED EDGARDO SUAREZ AND ROSARIO SUAREZ TO ME KNOWN TO BE THE PERSON DESCRIBED AS SUBSCRIBERS AND WHO EXECUTED THE FOREGOING CERTIFICATE OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED THERETO ON THIS DATE. WITNESS MY HANDS AND OFFICIAL SEAL, IN THE ABOVE NAMED STATE AND COUNTY.





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

FILED
95 JUL -5 AM 11:06

CLERK OF THE COURT
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT INTERNATIONAL BAKERY OF MIAMI, INC., DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF AT 8332 SW 161 PLACE, MIAMI, FL 33193, HAS NAMED ROSARIO SUAREZ AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Rosario N. de Suarez

TITLE:

DATE: 6-29-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Rosario N. de Suarez

DATE: 6-29-95