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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 149 W. WINGLER ST.
STATE OF FLORIDA SUITE 200
409 EAST BRIDGE STREET MIAMI FL 33135-0202
TALLAHASSEE FL 32303 CONTACT: RAY STORMONT
FAX: (904) 922-1000 PHONE: (305) 641-3694
FAX: (305) 641-3770

((H96000001865))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MARTINEZ-BIETH ENTERPRISES, INC.
FAX AUDIT NUMBER: H96000001865 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/07/1996 TIME REQUESTED: 17:00:53
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 FEB -8 AM 10:51

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CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this Corporation shall be:

MARTINEZ-BIETH ENTERPRISES, INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERMS OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which corporate existence shall begin is the date of the Incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

COSME J. DE LA TORRIENTE,
ESQ., P.A.
888 Ponce de Leon Blvd.
Suite #1040
Coral Gables, FL 33134
(305) 441-1000
(FAX) 441-8811

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE FIVE**NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one Director who is a resident of the United States of America. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

The names and addresses of the initial Directors of this Corporation are:

JORGE MARTINEZ	PRESIDENT/DIRECTOR -	9373 FOUNTAINBLEAU BLVD UNIT K 226 MIAMI, FLORIDA 33172
CLAUDIA MARTINEZ	TREASURER/DIRECTOR-	9373 FOUNTAINBLEAU BLVD UNIT K 226 MIAMI, FLORIDA 33172
YOLANDA DIETH	VICE PRES/SECRETARY- DIRECTOR	2579 WEST 70TH STREET MIAMI, FLORIDA 33016

ARTICLE SIX**CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

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ARTICLE EIGHT**CAPITAL STOCK**

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is:

7,500 Shares

C. Par Value: Each Share of Common Stock shall have the par value of:

\$1.00 each

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or in the absence of fraud the value of any such consideration shall be conclusive.

E. Non-assessability: Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

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ARTICLE NINE**INDEMNIFICATION**

This Corporation shall indemnify any and all of its Directors, Officers, employees, or agents, or former Directors, Officers, employees or agents, or any person who may have served at its request as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, in which its own shares of capital stock, or of which it is a creditor, against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party by reason of his alleged acts of omission while being or having been such Director, Officer, employee or agent, provided, it shall not be determined by a final determination thereof on the merits that such Director, Officer, employee or agent has duties, or provided that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

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ARTICLE TEN**SPECIAL VOTING PROVISIONS**

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation.

Required percentage: **UNANIMOUS**

2. Sale, lease or exchange of all this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation.

Required percentage: **UNANIMOUS**

3. Merger or consolidation of this Corporation into or with any other corporation.

Required percentage: **UNANIMOUS**

4. Voluntary dissolution of this Corporation.

Required percentage: **UNANIMOUS**

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ARTICLE ELEVEN

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash or any new stock of this Corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE TWELVE

PERCENTAGE OF SHARES

The names and addresses of each subscriber to the Articles of Incorporation and the number of shares which each of them agrees to take are as follows:

Name: JORGE MARTINEZ

Address: 9373 FOUNTAINBLEAU BLVD, X 226
MIAMI, FLORIDA 33172

Number of Shares: 200 SHARES

Name: CLAUDIA MARTINEZ

Address: 9373 FOUNTAINBLEAU BLVD, X 226
MIAMI, FLORIDA 33172

Number of Shares: 200 SHARES

Name: YOLANDA BIRTH

Address: 2579 WEST 70TH STREET
HIALEAH, FLORIDA 33016

Number of Shares: 200 SHARES

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SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual, competent to contract, executes this Certificate of Incorporation as sole subscriber and initial Director. The undersigned individual shall hold office as Director until his successors have qualified, following their election or appointment. The initial street address in Florida of the Principal Office of this Corporation shall be:

The Corporation may change its Principal Office at any time.

SUBSCRIBER/DIRECTOR: JORGE MARTINEZ, CLAUDIA MARTINEZ AND YOLANDA BIETH

**STREET ADDRESS/PRINCIPAL OFFICE: 9373 FOUNTAINBLEU BLVD,
UNIT K 226
MIAMI, FLORIDA 33172**

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a Corporation for profit under the Laws of the State of Florida.

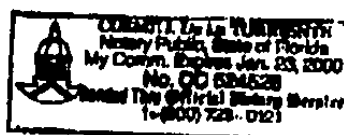
DATE: _____
  
 JORGE MARTINEZ CLAUDIA MARTINEZ YOLANDA BIETH

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JORGE MARTINEZ, CLAUDIA MARTINEZ AND YOLANDA BIETH to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 7 day of January, 1996.


 NOTARY PUBLIC
 STATE OF FLORIDA AT LARGE



H96000001865

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

IN PURSUANCE of Chapter 48,091, Florida Statutes, the following is submitted in compliance with said Act:

First - That MARTINEE-BIRTH ENTERPRISES, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named:

COSME J. DE LA TORRIENTE, ESQ.
999 PONCE DE LEON BLVD., SUITE 1040
CORAL GABLES, FLORIDA 33134

as its agent to accept services of process within the State.

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



COSME J. DE LA TORRIENTE, ESQ.

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Cosme J. de la Torre, P.A.

Attorney and Counsellor at Law

155 SOUTHWEST 25TH ROAD

Miami, Florida 33129

TELEPHONE (305) 857-3434

FAX (305) 858-8824

March 13, 1997

Florida Department of State
Division of Corporation
PO Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

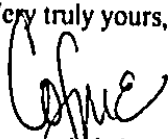
RE: MARTINEZ-BIETH ENTERPRISES, INC.

Dear Madam or Sir:

In connection with the above captioned company enclosed please find Articles of Amendment to the Articles of Incorporation together with my check in the amount of \$35.00 representing the filing fee for said Articles of Amendment.

If everything is in order, I would appreciate confirmation that the Articles of Amendment have been filed.

Very truly yours,


Cosme de la Torre, Esquire

CT/bna
Enclosures

SH 3/20
Amend.

FILED
97 MAR 17 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

MARTINEZ-BIETH ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

THE FOLLOWING ARTICLES ARE HEREBY AMENDED TO READ AS FOLLOWS:

ARTICLE V NUMBER OF DIRECTORS:

THE NAME AND ADDRESS OF THE NEW DIRECTORS TOGETHER WITH THEIR OFFICIAL CAPACITY ARE AS FOLLOWS:

JORGE MARTINEZ, PRESIDENT

ADDRESS: 20570 SW 1ST STREET, PEMBROOKE PINES, FLORIDA 33029

CLAUDIA MARTINEZ, TREASURER

ADDRESS: 20570 SW 1ST STREET, PEMBROOKE PINES, FLORIDA 33029

YOLANDA BIETH, SECRETARY

ADDRESS: 2579 WEST 70TH STREET, HIALEAH, FLORIDA 33016

ARTICLE X SPECIAL VOTING PROVISIONS:

THE REQUIRED PERCENTAGE OF SHARES NEEDED TO PASS EACH OF THE FOLLOWING OCCURENCES SHALL BE AS FOLLOWS:

1. Amendment of this Certificate of Incorporation
REQUIRED PERCENTAGE: MAJORITY
2. Sale, lease or exchange of the Corporations property and assets
essential to the business of this Corporation.
REQUIRED PERCENTAGE: MAJORITY
3. Merger or consolidation of this Corporation into or with any other
Corporation.
REQUIRED PERCENTAGE: MAJORITY
4. Voluntary dismissal of this Corporation.
REQUIRED PERCENTAGE: MAJORITY

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption:

February 7, 1997

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 9 day of February, 1997.

Signature _____

JORGE MARTINEZ
TYPED OR PRINTED NAME

PRESIDENT
TITLE

Signature _____

CLAUDIA MARTINEZ
TYPED OR PRINTED NAME

TREASURER
TITLE

Signature _____

YOLANDA BIETH
TYPED OR PRINTED NAME

SECRETARY
TITLE

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 Tel (904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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*Martinez-Bieth
 Enterprises, Inc*

*Name
 Change*

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Name Reservation
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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 97 SEP 10 PM 3:36
 TALLAHASSEE, FLORIDA

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 97 SEP 10 AM 10:02
 DIVISION OF CORPORATIONS

9/10/97
Don
Don
Don
Don
Don

Signature _____

Requested by: *Don*

Name _____

Date *9/10*

Time *9:26*

Walk-In _____

Will Pick Up _____

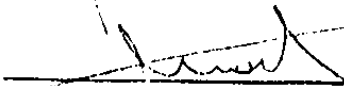
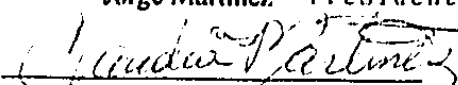
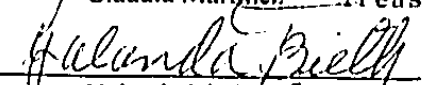
ARTICLES OF AMENDMENT
OF
MARTINEZ-BIETH ENTERPRISES, INC.

FILED
97 SEP 10 PM
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of MARTINEZ-BIETH ENTERPRISES, INC., a Florida corporation, filed in Tallahassee, Florida on February 8, 1996, Document Number P96000012263, be and the same hereby are amended in the following particulars:

Article I be and it is hereby amended to read as follows: "The Name of this Corporation shall be OPERA BAKERY CORPORATION."

2. The foregoing amendment was adopted by Jorge Martinez, Claudia Martinez and Yolanda Bieth, representing all of the Stockholders and Directors of said Corporation, on September 3, 1997.


Jorge Martinez - President

Claudia Martinez - Treasurer

Yolanda Bieth - Secretary, V.P.

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Jorge Martinez, Claudia Martinez and Yolanda Bieth known to me to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purposes stated therein. *(produced Fl. Driver License as identification)*

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of September, 1997.



RONALD S ASNES
My Commission CC317227
Expires Oct. 02, 1997
Bonded by ANB
800-452-5878


NOTARY PUBLIC

My commission expires:

Prepared by:
Ronald S. Asnes, Esq.
701 Promenade Drive, Suite 200
Pembroke Pines, Florida 33026