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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: EL AREPAZO BAKERY CO.
FAX AUDIT NUMBER: H96000003160 CURRENT STATUS: REQUESTED
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**Articles of Incorporation
of
El Arepazo Bakery Co.**

Article I. Name

The name of this Florida corporation is:
El Arepazo Bakery Co.

Article II. Address

The mailing address of the Corporation is:
El Arepazo Bakery Co.
14500 SW 88th Avenue, Suite 224
Miami FL 33176

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Federico M. Maciá
848 Brickell Avenue, Suite 601
Miami FL 33131

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Federico M. Maciá FL Bar Member 0883670
Maciá & Maciá
848 Brickell Avenue, Suite 601
Miami FL 33131
305-372-1888 • Fax 305-372-5901

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.
The name of each initial member of the Corporation's Board of Directors is:

Falkner Sanchez

Article VI. Incorporator

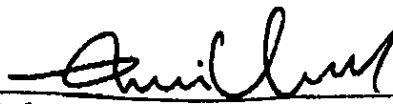
The name and address of the incorporator is:

Federico M. Maciá
Maciá & Maciá
848 Brickell Avenue, Suite 601
Miami FL 33131

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 6, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on March 6, 1996



Federico M. Maciá
by Luis A. Uriarte as attorney-in-fact

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Federico M. Maciá FL Bar Member 0883670
Maciá & Maciá
848 Brickell Avenue, Suite 601
Miami FL 33131
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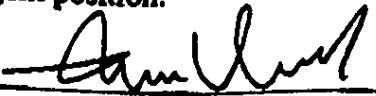
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
El Arepazo Bakery Co.

REGISTERED AGENT:
Federico M. Maciá
848 Brickell Avenue, Suite 601
Miami FL 33131

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Federico M. Maciá
by Luis A. Uriarte as attorney-in-fact

Date: March 6, 1996

Federico M. Maciá FL Bar Member 0883670
Maciá & Maciá
848 Brickell Avenue, Suite 601
Miami FL 33131
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