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TALLAHASSEE, FL 32301-2607

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PRESTON HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 983185 81517A

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 122.50

95 JUN 11 PM 3:13

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : June 11, 1996

ORDER TIME : 11:14 AM

ORDER NO. : 983185

800001858528

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq
FERRELL & FERTEL, P.A.
Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: EURO-AMERICAN BAKERIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

CF
6/11/96

RECEIVED
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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

EURO-AMERICAN BAKERIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

06 JUN 11 PM 3:13

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

EURO-AMERICAN BAKERIES, INC.

The principal place of business of this corporation shall be 8 Rue Saint-Léger,
1205 Genève, Switzerland.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage in or transact any lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Mr. Walter Degiacomi
8 Rue Saint-Léger
1205 Genève
Switzerland

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Angel M. Garcia-Oliver
Ferrell & Fertel
Suite 1920, Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

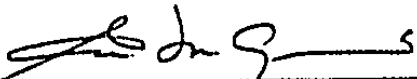
ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of June, 1996.

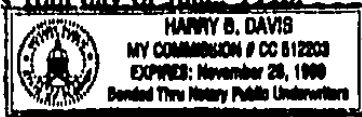


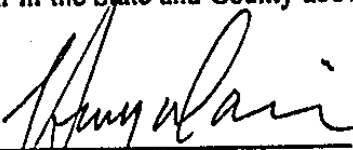
ANGEL M. GARCIA-OLIVER
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ANGEL M. GARCIA-OLIVER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 10th day of June, 1996.





Notary Public, State of Florida at Large

My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 11 PM 3:13

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office /Registered Agent in the State of Florida.


1. The name of the Corporation is: **EURO-AMERICAN BAKERIES, INC.**
2. The name of the Registered Agent and address of the Registered Office is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301



ANGEL M. GARCIA-OLIVER
Date: June 10, 1996

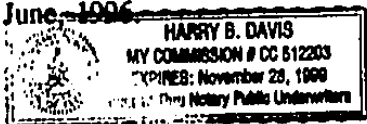
Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.



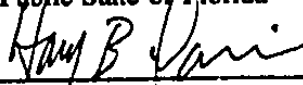
Corporation Service Company
Laura R. Dunlap, As Agent

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Laura R. Dunlap, to me known to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 11 day of June, ~~1996~~



HARRY B. DAVIS

Notary Public State of Florida


Printed Notary Signature

My Commission Expires: