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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FROM: LEVINE & PARTNERS, P.A.
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STATE OF FLORIDA ATTENTION: LIZ
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TALLAHASSEE, FL 32399
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((H96000009558))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: AU PAIN CROUSTILLANT, INC.

FAX AUDIT NUMBER: H96000009558

CURRENT STATUS: REQUESTED

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FA#: H96000009558

**ARTICLES OF INCORPORATION OF
AU PAIN CROUSTILLANT, INC.**

**ARTICLE I
NAME**

The name of the Corporation is AU PAIN CROUSTILLANT, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the corporation is: 1110 Brickell Avenue, 7th Floor, Miami, Dade County, Florida 33131.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the corporation is: 1110 Brickell Avenue, 7th Floor, Miami, FL 33131.

Alan W. Levine, Esq.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 866822

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ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine, Esq.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Alan W. Levine, Esq.	1110 Brickell Avenue 7th Floor Miami, FL 33131

ARTICLE IX
OFFICERS AND DIRECTORS

The initial officers of the corporation are:

President:	ALAIN BITTON
Vice-President	TRINIDAD RUIZ
Secretary:	GERARD BITTON
Treasurer:	ELISABETH DEBROCK

The initial directors of the corporation are:

GERARD BITTON
ANNE LABESSE
TRINIDAD RUIZ

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**ARTICLE X
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE XI
AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

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



ALAN W. LEVINE, ESQ.

STATE OF FLORIDA :
: SS:
COUNTY OF DADE :

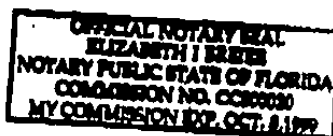
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALAN W. LEVINE, ESQ., who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 10th day of July, 1996.



NOTARY PUBLIC, State of Florida

My Commission Expires:



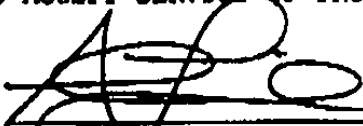
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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT AU PAIN CROUSTILLANT, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W.
LEVINE, ESQ., LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FL
33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.


ALAN W. LEVINE, ESQ.
INCORPORATOR
JULY 10, 1996

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


ALAN W. LEVINE, ESQ.

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