

P96000064384

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: of No 53136  
Aventura French  
Bakery Inc.

<input type="checkbox"/> Capital Express™	_____	
<input checked="" type="checkbox"/> Art. of Inc. Filing	_____	
<input type="checkbox"/> Corp. Record Search	_____	
<input type="checkbox"/> Ltd. Partnership Filing	_____	
<input checked="" type="checkbox"/> Foreign Corp. Filing	_____	
<input type="checkbox"/> ( ) Cert. Copy(s)	_____	
<input type="checkbox"/> Art. of Amend. Filing	_____	
<input type="checkbox"/> Dissolution/Withdrawal	_____	
<input type="checkbox"/> C U B	_____	
<input type="checkbox"/> Fictitious Name Filing	_____	
<input type="checkbox"/> Name Reservation	_____	
<input type="checkbox"/> Annual Report/Reinstatement	_____	
<input type="checkbox"/> Reg. Agent Service	_____	
<input type="checkbox"/> Document Filing	_____	
<input type="checkbox"/> Corporate Kit	_____	
<input type="checkbox"/> Vehicle Search	_____	
<input type="checkbox"/> Driving Record	_____	
<input type="checkbox"/> Document Retrieval	_____	
<input type="checkbox"/> UCC 1 or 3 Filing	_____	
<input type="checkbox"/> UCC 11 Search	_____	
<input type="checkbox"/> UCC 11 Retrieval	_____	
<input type="checkbox"/> Filing No.'s, _____ Copies	_____	
<input type="checkbox"/> Courier Service	_____	
<input type="checkbox"/> Shipping/Handling	_____	
<input type="checkbox"/> Phone ( ) _____	_____	
<input type="checkbox"/> Top Priority	_____	
<input type="checkbox"/> Express Mail Prep.	_____	
<input type="checkbox"/> FAX ( ) _____ pgs.	_____	
<b>SUBTOTALS</b>	_____	_____

O.C. FEE. DISBURSED  
 AUG 1 1996  
 11:00 AM

200005915257  
 06/01/96 1010 001  
 \*\*\*122.50 \*\*\*122.50

F. CHESDER AUG 1 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>[Signature]</u>	_____	_____

WALK-IN Will Pick Up 8/1 12:00

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
AVENTURA FRENCH BAKERY INC.

\*\*\*\*\*

THE UNDERSIGNED do hereby associate themselves  
for the purpose of forming a corporation under the laws  
the State of Florida, and do hereby certify as follows:

FILED  
95 AUG -1 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be:

AVENTURA FRENCH BAKERY INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of a bakery, and  
the manufacturing of breads and bakery goods, pastries, cakes, pies,  
biscuits, crackers, coffees, beverages, confectionery, and other  
food products, and the various substances and ingredients generally  
used in all such products, together with any and all acts necessary  
and/or related to the generation of said business.

B. To carry on and engage in any business or  
activity which may be authorized and permitted under and  
by virtue of the laws of the United States of America or  
the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue  
capital stock in the following manner, to wit:

One hundred ( 100 ) Shares of common Stock, having  
no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be: 18125 Biscayne Boulevard, Aventura, Florida.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Jorge Vargas, and the Registered Office shall be located at: 18125 Biscayne Boulevard, Aventura, Florida, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the direction of the Shareholders, except to the extent that the Director of Board of Directors shall have delegated the responsibility for such management under the provisions of these Articles

of incorporation and in accordance with the bylaws of the Corporation. The officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Director or Board of Directors may, if he or they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Luis M. Vargas	President/Treasurer	18125 Biscayne Blvd. Aventura, Fla.
Jorge E. Vargas	Vice President/Secretary	18125 Biscayne Blvd. Aventura, Fla.

**ARTICLE IX - BOARD OF DIRECTORS.**

The Corporation shall be governed by a Board of Directors which may consist of one ( 1 ), but not more than five (5) persons.

**ARTICLE X - INITIAL DIRECTOR OR DIRECTORS:**

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and qualify, shall be as follows:

<u>Name</u>	<u>Address</u>
Luis M. Vargas	18125 Biscayne Boulevard Aventura, Fla.
Jorge E. Vargas	18125 Biscayne Boulevard Aventura, Fla.

**ARTICLE XI - INCORPORATOR OR INCORPORATORS.**

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Shares</u>
Luis M. Vargas	18125 Biscayne Blvd. Aventura, Fla.	50	\$ 500.00
Jorge E. Vargas	18125 Biscayne Blvd. Aventura, Fla.	50	\$ 500.00

**ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

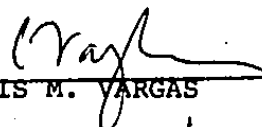
ARTICLE XIII - VOTING RIGHTS.

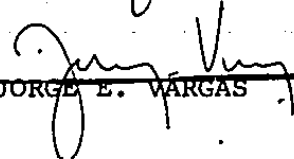
That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS.

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders is present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Director or Board of Directors in the manner as provided in the bylaws and in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Miami, Dade County, Florida, this 30 day of JULY, 1966.

  
\_\_\_\_\_  
LUIS M. VARGAS (SEAL)

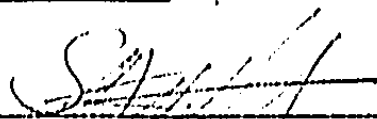
  
\_\_\_\_\_  
JORGE E. VARGAS (SEAL)

\_\_\_\_\_  
(SEAL)

STATE OF FLORIDA )  
COUNTY OF DADE ) S.B.


BEFORE ME, the undersigned authority, this date personally appeared LUIS M. VARGAS and JORGE E. VARGAS to me well known to be the individual described above, who executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in said County and State this 30 day of July, 1996 .

  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE


FILED  
95 AUG 1 PM 12:18  
TALLAHASSEE, FLORIDA

My commission expires:

  
STEPHEN N ROENTAL  
My Commission CC332441  
Expires: Nov. 20, 1997  
Bonded by HAI  
800-422-1888

**CERTIFICATE ACCEPTING DESIGNATION  
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of AVENTURA FRENCH BAKERY INC. and agree to serve as its Registered Agent, to accept service of process within this State. at its Registered Office located at: 18125 Biscayne Blvd., Aventura, Fla.

  
REGISTERED AGENT  
JORGE E. VARGAS