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August 28, 1996

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Department of State
Office of Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation -
Pao Dolce Baking Company, Inc.

Gentlemen:

We are enclosing herewith the original and one (1) copy of Articles of Incorporation regarding the above captioned together with a check in the amount of \$124.25 to defray the cost of filing, documentary stamp tax for stocks and a certified copy of the Articles of Incorporation.

Please forward to this office a certified copy of the Articles after the same has been filed.

Very truly yours,



T. J. Cunningham
TJC/bw
enclosures

cc: Robert V. Parenti, Esq.
cc: Mrs. Maria Saldarriaga

RMC 9.6.96

FILED
95 SEP -3 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PAO DOLCE BAKING COMPANY, INC.

FILED
96 SEP -3 PM 3:53
STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is PAO DOLCE BAKING COMPANY, INC.

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 4012 Broadway, West Palm Beach, Florida 33407.

ARTICLE III
EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of the State, State of Florida; and shall have perpetual existence.

ARTICLE IV
PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of wholesale and retail bakery.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is five (500) hundred. Such shares shall be of a single class, and shall have a par value of one (\$1.00) dollar per share, unless otherwise stated in these Articles, or any Amendment to these Articles. There shall be one (1) class of stock of this corporation, common stock.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4012 Broadway, West Palm Beach, Florida 33407, and the name of its initial registered agent at such address is MARIA F. SALDARRIAGA.

ARTICLE VII
DIRECTORS

The number of directors constituting the corporation's initial board of directors is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

	<u>NUMBER OF SHARES</u>
MARIA F. SALDARRIAGA - President/Treasurer 4012 Broadway West Palm Beach, Florida 33407	50
ROBERT V. PARENTI - Vice President/Secretary 221 E. Osceola Street Stuart, Florida 34994	50


ARTICLE VIII
INCORPORATORS

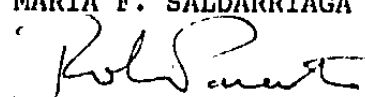
The name and address of each incorporator is:

MARIA F. SALDARRIAGA
4012 Broadway
West Palm Beach, Florida 33407

ROBERT V. PARENTI
221 E. Osceola Street
Stuart, Florida 34994

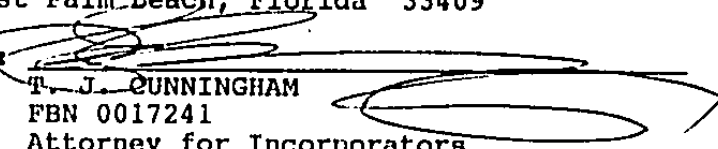
IN WITNESS WHEREOF, the undersigned incorporators have
executed these Articles of Incorporation this 28th day of August,
1996.



MARIA F. SALDARRIAGA


ROBERT V. PARENTI

CUNNINGHAM & CUNNINGHAM, P.A.
1897 Palm Beach Lakes Boulevard
Cross Roads Building, Suite 201
West Palm Beach, Florida 33409

BY: 
T. J. CUNNINGHAM
FBN 0017241
Attorney for Incorporators

TELEPHONE: 561/683 2900

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments,
in the State and County set forth above, personally appeared MARIA
F. SALDARRIAGA and ROBERT V. PARENTI, known to me to be the persons
who executed the foregoing Articles

of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 28th day of August, 1996.

Betty W. Wilborn

NOTARY PUBLIC

MY COMMISSION EXPIRES:



BETTY W. WILBORN
MY COMMISSION # CC338508 EXPIRES
January 11, 1998
BONDED TRULI TRUY FARM INSURANCE, INC.

APPOINTMENT OF RESIDENT AGENT

FILED

PAO DOLCE, INC., by and through its initial Board ^{86 SEP -3 P11 3:53}
Directors, hereby appoint MARIA F. SALDARRIAGA as Resident Agent
pursuant to Florida Statute Section 607, for the acceptance of
process of service at the corporate principal place of business,
4012 Broadway, West Palm Beach, Florida 33407, this 28th day of
August, 1996.

Maria F. Saldarriaga

MARIA F. SALDARRIAGA

Robert V. Parenti

ROBERT V. PARENTI

I, MARIA F. SALDARRIAGA, hereby accepts the appointment as
Resident Agent of PAO DOLCE BAKING COMPANY, INC. and will perform
all duties required under Florida Statute 607.

DATED this 28th day of August, 1996.

Maria F. Saldarriaga

MARIA F. SALDARRIAGA
Resident Agent