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TRANSMITTAL LETTER

FILED

96 SEP 10 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-09/11/96--01011--011
*****70.75 *****70.75

SUBJECT: CROISSANTS AND BAGUETTES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

Lyliane BOURRE MALEROY
Name (printed or typed)

8031 SW 196th Terrace
Address

MIAMI FLORIDA 33189
City, State & Zip

305-255-5732
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles

TH
9.12.96

**ARTICLES OF INCORPORATION
OF
CROISSANTS AND BAGUETTES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CROISSANTS AND BAGUETTES, INC .

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**8031 SW 196th Terrace
Miami, FL 33189**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One thousand (1,000) shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Lyliane Bourre Malfroy.
8931 SW 196th Terrace, City of Miami, County of Dade, State of Florida, 33189**

ARTICLE V INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Lyllane Bourre Malfroy

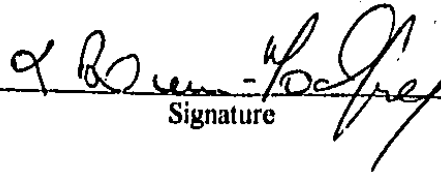
8031 SW 196th Terrace
Miami, Florida 33189

Eric Malfroy

14 Rue Ampere
Paris, France 75017

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 30 day of August, 1996.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECTION 7
STATE OF FLORIDA

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: CROISSANTS AND BAGUETTES, INC

2. The name and address of the registered agent and office is:

Lyliane BOURRE MALEBOY
(NAME)

2031 SW 196th Terrace
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

MIAMI, FLORIDA 33189
(CITY/STATE/ZIP)

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 this 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 obligations of my position as registered agent.

L. Bourre-Maleboy
(SIGNATURE)

8/30/96
(DATE)