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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
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BASIC AMENDMENT
AMARILYS BAKERY CORP.

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Amended & Restated

Articles

8/23/00

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective August 18, 2000 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: AMARILYS BAKERY CORP.

Old Name:

Article II. Address. The Corporation's mailing address is:
AMARILYS BAKERY CORP.
12759 SW Bird Rd.
Miami FL 33175

Article III. Registered Agent. The Corporation's registered agent is:
Alfredo Padron, Jr.
1898 NW 7th Street
Miami FL 33125

Article IV. Officers. The Corporation's officers are:

President	Migdalina Sosa
Secretary	Grisel Bover
Treasurer	Grisel Bover
Vice President	Enrique Bover

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Alfredo Padron, Jr. | FL Bar Member 0023906
Alfredo Padron, Jr., P.A.
1898 NW 7th Street
Miami FL 33125
305-631-9777

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:
Migdalina Sosa

Article VI. Capital Stock. The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

AMARILYS BAKERY CORP.

By: 

by Alfredo Padron, Jr. as attorney-in-fact

Name: Grisel Bover

Title: President

Date: August 18, 2000

Alfredo Padron, Jr. | FL Bar Member 0023906
Alfredo Padron, Jr., P.A.
1898 NW 7th Street
Miami FL 33125
305-631-9777

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
AMARILYS BAKERY CORP.

REGISTERED AGENT/OFFICE:
Alfredo Padron, Jr.
1898 NW 7th Street
Miami FL 33125

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ALFREDO PADRON, JR.

Date: 8/23/2000

Alfredo Padron, Jr. 1 FL Bar Member 0023908
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Miami FL 33125
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