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June 4th, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Lil's Bakery & Food Services Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of filling fees, Certified copy of Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very truly yours,

L. Greenwood

Lelieth Greenwood

Lil's Bakery & Food Services Inc.
6250 NW 14th Place
Sunrise, FL 33313
(954) 792-3251

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
of
LIL'S BAKERY & FOOD SERVICES INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1 - CORPORATE NAME

The name of the corporation is: LIL'S BAKERY & FOOD SERVICES INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One thousand (1000) shares at \$1.00 par value Common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is:

Lelieth Greenwood
6250 NW 14th Place
Sunrise, FL 33313

The mailing address for the corporation is the same as the registered office.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than one (1) person and subject to such minimum may be increased or decreased from time to time by amendment of the by-laws in a manner not prohibited by law. Until so changed, the original number of Director shall be one (1). The name and address of the initial director of the corporation is as follow:

Lelieth Greenwood
6250 NW 14th Place
Sunrise, FL 33313

ARTICLE VII - INCORPORATORS

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

Lelieth Greenwood
6250 NW 14th Place
Sunrise, FL 33313

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 4th day of June, 1997.

-----*Lgreenwood*-----
Lelieth Greenwood

STATE OF FLORIDA

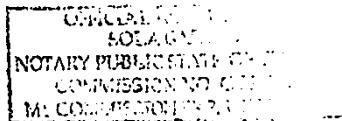
COUNTY OF Broward

BEFORE ME, personally appeared Lelieth Greenwood, to be well known and known to me to be the individual who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the foregoing for the purposes therein expressed.

WITNESS my hand and official seal in the County and State above-named on this 4th day of June, 1997.

Notary Public Signature: *Gola Gagan*

My Commission Expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Lil's Baker & Food Services Inc.

(name of company)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at: 6250 NW 14th Place
Sunrise, FL 33313

has named: Lelieth Greenwood

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

L. Greenwood

(registered agent)

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