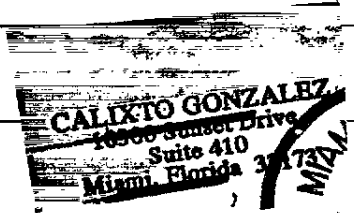


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City/State/Zip

Phone #

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****125.00 ****125.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 FEB 20 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OB
2-23-98

Examiner's Initials

FILED
98 FEB 20 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE I - NAME

The name of the corporation shall be:
Naty's Bakery Corp.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is: To engage in any lawful act or activity for which corporations may be organized under the general Corporation law of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred(100) Shares of common stock, of Five and 00/100 Dollars (\$5.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than Five Hundred 00/100 Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address in this State of the principal office of the Corporation shall be:

2133 NW 23 CT
MIAMI, FL33142

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, and any person who serves at the request of this Corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore and hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such transaction, and may vote thereat to authorize any such contract or transaction with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the first Board of Directors and of the officers, who, subject to the provisions of these Articles of Incorporation, By-Laws of this Corporation and the corporation laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<i>Luis Macagno</i> _____ President	<i>Natacha Macagno</i> _____ Secretary
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LUIS MACAGNO
2133 NW 23 CT
MIAMI, FL 33142

NATACHA MACAGNO
2133 NW 23 CT
MIAMI, FL 33142

ARTICLE IX - INCORPORATORS

The name and address of the incorporator of these Articles of Incorporation is as follows:

LUIS MACAGNO
2133 NW 23 CT
MIAMI, FL 33142

NATACHA MACAGNO
2133 NW 23 CT
MIAMI, FL 33142

ARTICLE X - OFFICERS

The officers of this Corporation shall be a President and a Secretary, and such other officers, agents and factors as may be deemed necessary.

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred on stockholders herein granted subject to this reservation.

ARTICLE XII - REGISTERED AGENT AND REGISTERED ADDRESS

NATACHA MACAGNO
2133 NW 23 CT
MIAMI, FL, 33142

IN WITNESS WHEREOF, the undersigned, as subscribing incorporator, have hereunto set my hand and seal this 12 day of FEBRUARY, 1998, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


NATACHA MACAGNO

ACCEPTANCE OF DESIGNATION
OF RESIDENT AGENT

The undersigned, named as Resident Agent in the Articles of Incorporation of Naty's Bakery Corp., does hereby accept the designation of Resident Agent and agrees to perform those duties until and unless removed by the Board of Directors of said Corporation.

DATE At Miami, Dade County, Florida, this 12 day
of FEBRUARY, 1998.

Natacha Macagno

NATACHA MACAGNO

98 FEB 20 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

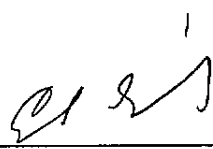
STATE OF FLORIDA

SS: COUNTY OF DADE

BEFORE ME, personally appeared NATACHA MACAGNO, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same freely and voluntarily for the purposes herein stated.

WITNESS my hand and official seal at Miami, Dade County.

Florida, this 12 day of FEBRUARY 1998.



Calixto Gonzalez
Notary Public, State of Florida
at Large

My commission expires:

