

10/19/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: KARMENT BAKERY II, INC.

AUDIT NUMBER.....H98000019360

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 19, 1998

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: KARMENT BAKERY II, INC.
REF: W98000023702

We have received your document for KARMENT BAKERY II, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

FIRST PAGE OF ARTICLES MISSING.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: E98000019360
Letter Number: 798A00051595



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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is

Karmen Bakery II, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of
Bakery
2. To transact any other lawful business for which corporations may be
incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary
or desirable in order to accomplish the foregoing.

Prepared by:

Eduardo J. Mendez *Accountant*

9370 Sunset Drive #A-214

Miami, Florida 33173

(305) 275-5588

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$ 5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the share of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is

1356 SW 8th Street

Miami, Florida 33135

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

| NAME | ADDRESS |
|-----------------|--|
| Jorge L. Llanes | 119 SW 32 nd Avenue Miami, Florida 33135 |

ARTICLE NINE

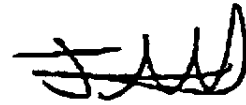
A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

| NAME | ADDRESS |
|-----------------|--|
| Jorge L. Llanes | 119 SW 32 nd Avenue Miami, Florida 33135 |

Executed by the undersigned at Miami, Florida on October 16, 1998.

x 

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in
compliance with said Act:

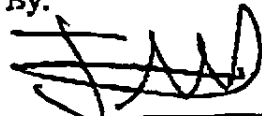
First-That Karmen Bakery II, Inc. desiring to organize under the laws of the State
of Florida with its principal office, as indicated in the articles of incorporation at the City
of Miami, County of Miami-Dade, State of Florida has named Jorge L. Llanes located at
119 SW 32nd Avenue, City of Miami County of Miami-Dade State of Florida, as its agent
to accept service of process within this State.

ACKNOWLEDGEMENT:

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

By:

x



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TALLAHASSEE, FLORIDA

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