

99 000010984



Attorneys:
Leandro O. Leal
Jose A. Yanez

Date: (305) 446-1777
Toll Free: 1-888-717-7452
Fax: (305) 444-6392

January 24, 1999

100002760651--5
-02/01/99--01124--005
****122.50 ****78.75

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: CUBANPASTRIES ONLINE, INC.

Gentlemen:

Enclosed, please find an original and one copy of the Articles of Incorporation and Designation for Registered Agent for the above named corporation, along with a check in the amount of ONE HUNDRED TWENTY-TWO AND 50/100 DOLLARS (\$122.50).

Please forward the certified copy of the Articles of Incorporation directly to the Maria T. Yanez, at 2824 S.W. 183rd Avenue, Miramar, Florida 33029, together with your receipt for costs, in the enclosed self-addressed stamped envelope. Thank you.

Very truly yours,

Jose A. Yanez
For the Firm

JAY/yc

Enclosures

99 FEB -1 AM 8:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

CUBANPASTRIES ONLINE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB -1 AM 8:53

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is: CUBANPASTRIES ONLINE, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business or businesses to be transacted by the Corporation is:
Sale of goods.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time is 300 shares of Common Stock having a nominal of \$0.05 par value.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
ADDRESS

The initial post office address of the initial office of this corporation in the State of Florida is 2824 S.W. 183rd Avenue, Miramar, Florida 33029

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

ARTICLE VI
DIRECTORS

The corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VII
INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Maria T. Yanez	2824 S.W. 183rd Avenue Miramar, Florida 33029	President and Secretary
Vicente Yanez	2824 S.W. 183rd Avenue Miramar, Florida 33029	Vice President
Helen Yanez	2824 S.W. 183rd Avenue Miramar, Florida 33029	Treasurer

ARTICLE VIII

SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Maria T. Yanez	2824 S.W. 183rd Avenue Miramar, Florida 33029
Vicente Yanez	2824 S.W. 183rd Avenue Miramar, Florida 33029
Helen Yanez	2824 S.W. 183rd Avenue Miramar, Florida 33029

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

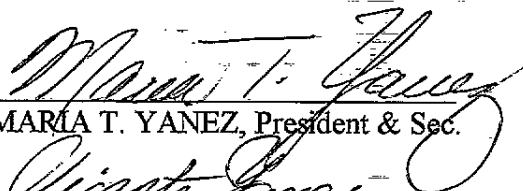
The registered office shall be 3191 Coral Way, Suite 107 Miami, Florida 33145 and the registered agent is Jose A. Yanez, Esq.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every 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 stock entitled to vote thereon.

IN WITNESS WHEREFORE, the undersigned has executed these Articles of Incorporation this 22nd day of January, 1999.


MARIA T. YANEZ, President & Sec.


VICENTE YANEZ, Vice President


HELEN YANEZ, Treasurer

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

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the law of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is CUBANPASTRIES ONLINE, INC.
2. The name and address of the registered agent and office of the Corporation is:

JOSE A. YANEZ, Esq.
C/O Law Offices of Leal & Yanez, Esq.
3191 Coral Way, Suite 107
Miami, Florida 33145

Signed: _____



JOSE A. YANEZ

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.



Dated: 1/24/98

99 FEB -1 AM 8:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS