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To:
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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

KARLA BAKERY WHOLESALE ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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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

Karla Bakery Wholesale Enterprises, 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
9370 Sunset Drive #A-214
Miami, Florida 33173

(305) 575-5588

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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

7004 SW 4th Street

Miami, Florida 33144-2707

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ARTICLE EIGHT

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

NAME	ADDRESS
Ariel Gonzalez President	15561 SW 144 th Court Miami, Florida 33177
Miguel Gonzalez Vice-President	15561 SW 144 th Court Miami, Florida 33177
Carla Gonzalez Secretary/Treasurer	15561 SW 144 th Court Miami, Florida 33177

ARTICLE NINE

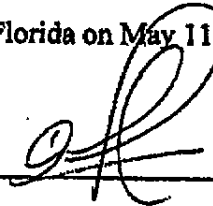
A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Ariel Gonzalez	15561 SW 144 th Court Miami, Florida 33177

Executed by the undersigned at Miami, Florida on May 11, 1999.



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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.**

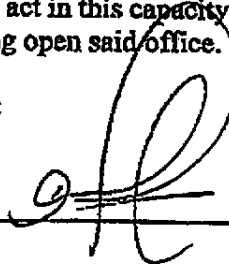
In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in
compliance with said Act:

First-That Karla Bakery Wholesale Enterprises, 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
Ariel Gonzalez located at 15561 SW 144th Court, 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:



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