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December 8, 1999

Department of State Division of Corporation Post Office Box 6327 Tallahassee, Florida 32314 200003068262--7 -12/13/99--01126--007 \*\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a money order for filing fees for the following:

No	Company Name	CK/MO#	Amount
1.	LA BONNE PATE BAKERY, INC.	219	\$78.75
	TOTAL		\$78.75

Please file both the Articles and Certificate of Designation for the corporation and return a Certified copy of each document to the following:

Jeannette G. Andrews-Thompson, Esq. Tools For Change 6015 NW 7<sup>th</sup> Ave. Miami, Florida 33127

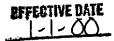
Thank you for your attention to this matter.

Sincerely,
TOOLS FOR CHANGE

Jeannette G. Andrews-Thompson, Esq.
Legal Department

Encls.

EFFECTIVE DATE



# ARTICLES OF INCORPORATION

<u>OF</u>

# LA BONNE PATE BAKERY, INC.



The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

# ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is LA BONNE PATE BAKERY, INC., hereinafter referred to as the "Corporation".

## ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 89 SW 2<sup>nd</sup> Street, Homestead, FL 33030.

## ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

#### ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

## ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

### ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 89 SW 2<sup>nd</sup> Street, Homestead, FL 33030; and the registered agent at that office is MICHELINE DUCENA.

#### ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

MICHELINE DUCENA 89 SW 2<sup>nd</sup> Street Homestead, FL 33030 CARLYNN DUCENA 89 SW 2<sup>nd</sup> Street Homestead, FL 33030

YOLENE NUMA 89 SW 2<sup>nd</sup> Street Homestead, FL 33030 MARGUERITE ANGRAND 89 SW 2<sup>nd</sup> Street Homestead, FL 33030

#### ARTICLE IX: EFFECTIVE DATE

The effective date of the Corporation shall be January 1, 2000.

## ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

MICHELINE DUCENA 89 SW 2<sup>nd</sup> Street Homestead, FL 33030

The foregoing instrument was acknowledged before me this 3th day of becomes, 1999 by MICHELINE DUCENA, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida driver's license as identification.

NOTARY PUBLIC

DOLLIT.

Jeannette Gr. Andrews-Thurupson

Jeannette G Andrews-Thompson
My Commission CC813889
Expires March 2, 2003

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That LA BONNE PATE BAKERY, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Homestead, County of Miami-Dade, State of Florida, has named MICHELINE DUCENA, at 89 SW 2<sup>nd</sup> Street, in the City of Homestead, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

#### ACKNOWLEDGMENT:

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.

SY: MICHELINE DUCENA

MICHELINE DUCENA

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