

**CERTIFICATE OF INCORPORATION
OF
BAP Acquisition Corp.**

FIRST: The name of this corporation is BAP Acquisition Corp.

SECOND: Its registered office in the state of Delaware is to be located at Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801, New Castle County. The registered agent in charge thereof is The Company Corporation, address "same as above".

THIRD: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of the total authorized capital stock of this corporation is divided into 20,000,000 shares of stock at \$.001 par value.

FIFTH: The name and mailing address of the incorporator is as follows:

Vanessa Foster, Three Christina Centre, 201 N. Walnut Street; Wilmington DE 19801

SIXTH: The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

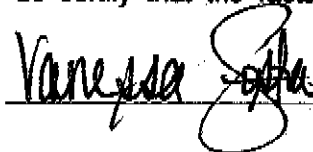
The stockholders and directors shall have power to hold their meetings and keep the books, documents, and papers of the Corporation outside of the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

SEVENTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED: August 24, 1994



CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF
BAP ACQUISITION CORP
PURSUANT TO THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

BAP ACQUISITION CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: The name of the Corporation is BAP ACQUISITION CORP.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on August 24, 1994.

THIRD: That the amendment to the Corporation's Certificate of Incorporation set forth in the following resolution was duly adopted by the unanimous written consent of the Corporation's Board of Directors on the 1st day of November, 1995:

RESOLVED, that Article Fourth of the Certificate of Incorporation of the Corporation, relating to the total authorized capital stock of the Corporation, be amended to read as follows:

FOURTH: The amount of the total authorized capital stock of this corporation is divided into 20,000,000 shares of stock at \$.001 par value. All such shares are of one class and are shares of common stock. The 11,553,100 issued shares of common stock of the corporation each with a \$.001 par value which are outstanding on the effective date of this amendment are hereby changed into 1,155,310 issued shares of common stock of the corporation each with a \$.001 par value with the terms of the change being at the rate of 1 issued share of common stock with a \$.001 par value for 10 issued shares of common stock each with a \$.001 par value.

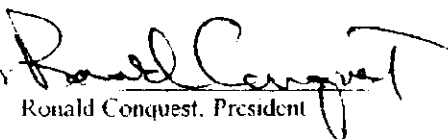
FOURTH: That the foregoing amendment of the Certificate of Incorporation of the Corporation was duly adopted and approved by stockholders holding more than fifty percent (50%) of the outstanding stock of the Corporation at a special meeting of Stockholders held on November 17, 1995 pursuant to notice duly given.

FIFTH: That the foregoing amendment of the Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of Section 242 of Title 8 of the Delaware Code of 1953.

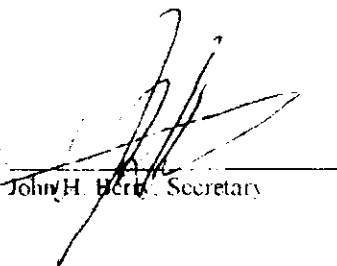
IN WITNESS WHEREOF, BAP Acquisition Corp. has caused this Certificate to be signed and attested by its duly authorized Officers, this 20th day of November 1995.

BAP Acquisition Corp.

BY


Ronald Conquest, President

BY


John H. Berk, Secretary

STATE OF DELAWARE CERTIFICATE FOR RENEWAL AND REVIVAL OF CHARTER

R E I I INCORPORATED FORMERLY KNOWN AS BAP ACQUISITION CORP., a corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is R E I I INCORPORATED
FORMERLY BAP ACQUISITION CORP.
2. Its registered office in the State of Delaware is located at SUITE 600
ONE COMMERCE CENTER Street, City of WILMINGTON
Zip Code 19899 County of NEW CASTLE the name and
address of its registered agent is AGENTS AND CORPORATIONS, INC.
3. The date of filing of the original Certificate of Incorporation in Delaware
was AUGUST 24th, 1994
4. The date when restoration, renewal, and revival of the charter of this
company is to commence is the 28th day of FEBRUARY 1997,
same being prior to the date of the expiration of the charter. This renewal
and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized
by its charter until the 1st day of MARCH A.D. 19 97
at which time its charter became inoperative and void for non-payment of
taxes and this certificate for renewal and revival is filed by authority of the
duly elected directors of the corporation in accordance with the laws of the
State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section
312 of the General Corporation Law of the State of Delaware, as amended, providing for
the renewal, extension and restoration of charters, GARFIELD RICKETTS

the last and acting authorized officer hereunto set his/her hand to this certificate this
28th day of MAY 19 98

By: 

Authorized Officer

Name: GARFIELD RICKETTS

Print or Type

Title: PRESIDENT

United States of America



DEPARTMENT OF STATE

To all to whom these presents shall come, Greetings:

I Certify That the document hereunto annexed is under the Seal of the Secretary of State of the State(s) of Delaware, and that such Seal(s) is/are entitled to full faith and credit.*

MR. IRDELL.

In testimony whereof, I, Hillary Rodham Clinton, Secretary of State, have hereunto caused the seal of the Department of State to be affixed and my name subscribed by the Assistant Authentication Officer, of the said Department, at the city of Washington, in the District of Columbia, this twentieth day of May, 2009.

Hillary Rodham Clinton
Secretary of State

By _____

[Signature]
Assistant Authentication Officer,
Department of State

Issued pursuant to CHIXIV, State of
Sept. 13, 1789, 1 Stat. 68-69; 22
USC 2657, 22USC 2651a; 5 USC
301; 28 USC 1733 et. seq.; 8 USC
1443(f); RULE 44 Federal Rules of
Civil Procedure.

**For the contents of the annexed document, the Department assumes no responsibility*

This certificate is not valid if it is removed or altered in any way whatsoever

Delaware

The First State

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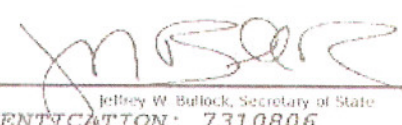


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "R E I I INCORPORATED", CHANGING ITS NAME FROM "R E I I INCORPORATED" TO "B&D FOOD CORP.", FILED IN THIS OFFICE ON THE FIFTH DAY OF JULY, A.D. 2005, AT 3:17 O'CLOCK P.M.



2428903 8100

090494998


AUTHENTICATION: 7310806

DATE: 05-19-09

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
R E I I INCORPORATED**

The undersigned, being the Chief Executive Officer, President, Secretary and Treasurer of R E I I INCORPORATED, a corporation existing under the laws of the State of Delaware, does hereby certify under the seal of the said corporation as follows:

1. The name of the Corporation (hereinafter referred to as the "Corporation") is R E I I Incorporated. The date of filing the original Certificate of Incorporation with the Secretary of State of Delaware was August 24, 1994. The date of the filing of a Certificate of Amendment to the Certificate of Incorporation with the Secretary of the State of Delaware was December 4, 1995. The date of the filing of a Certificate of Renewal to the Certificate of Incorporation with the Secretary of the State of Delaware was June 2, 1998.

2. The certificate of incorporation of the Corporation is hereby amended by replacing Article First, in its entirety, with the following:

"FIRST: The name of the Corporation is B&D Food Corp."

3. The certificate of incorporation of the Corporation is hereby amended by replacing Article Fourth, in its entirety, with the following:

"FOURTH: "The total number of shares of all classes which the corporation is authorized to have outstanding is Four Hundred Ten Million (410,000,000) shares of which stock Four Hundred Million (400,000,000) shares in the par value of \$.001 each, shall be common stock and of which Ten Million (10,000,000) shares in the par value of \$.001 each, shall be preferred stock.

Furthermore, the board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the authorized shares of preferred stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The authority of the board with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;

(d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for

*State of Delaware
Secretary of State
Division of Corporations
Delivered 04:10 PM 07/05/2005
FILED 03:17 PM 07/05/2005
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adjustment of the conversion rate in such events as the Board of Directors shall determine;

(e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions, and at different redemption dates;

(f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series;

(h) Any other relative rights, preferences and limitations of that series, unless otherwise provided by the certificate of determination."

4. The amendment of the certificate of incorporation herein certified has been duly adopted by the unanimous written consent of the Corporation's Board of Directors and a majority of the Corporation's stockholders in accordance with the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this Certificate of Amendment of the Corporation's Certificate of Incorporation, as amended, to be signed by Daniel Ollech, its Chief Executive Officer, President, Secretary and Treasurer, this 5th day of July, 2005.

RE II INCORPORATED

By: /s/ Daniel Ollech
Daniel Ollech
Chief Executive Officer, President,
Secretary and Treasurer

Delaware

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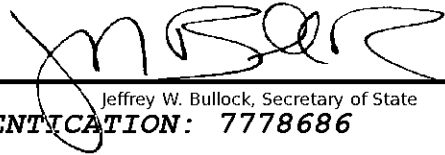
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "B&D FOOD CORP.", CHANGING ITS NAME FROM "B&D FOOD CORP." TO "LATTENO FOOD CORP.", FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 2009, AT 1:09 O'CLOCK P.M.

2428903 8100

100072292




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7778686

DATE: 01-26-10

You may verify this certificate online
at corp.delaware.gov/authver.shtml

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
B&D Food Corp.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

The name of the corporation is hereby amended to
Latteno Food Corp.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 5th day of October, 2009.

By: /s:/ Daniel Ollech
Authorized Officer
Title: Director / CEO

Name: Daniel Ollech
Print or Type

STATE OF DELAWARE CERTIFICATE FOR RENEWAL AND REVIVAL OF CHARTER

The corporation organized under the laws of the State of Delaware, the charter of which was voided for non-payment of taxes and/or for failure to file a complete annual report, now desires to procure a restoration, renewal and revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is Latteno Food Corp.
2. The Registered Office of the corporation in the State of Delaware is located at 2711 Centerville Rd. Suite 400 (street),
in the City of Wilmington, County of _____
Zip Code 19808. The name of the Registered Agent at such address upon
whom process against this Corporation may be served is Corporation Service
Company
3. The date of filing of the Corporation's original Certificate of Incorporation in
Delaware was August 24, 1994
4. The renewal and revival of the charter of this corporation is to be perpetual.
5. The corporation was duly organized and carried on the business authorized by its
charter until the 1st day of March A.D. 2012, at which time its
charter became inoperative and void for non-payment of taxes and/or failure to file a
complete annual report and the certificate for renewal and revival is filed by authority of
the duly elected directors of the corporation in accordance with the laws of the State of
Delaware.

By: Thu Le
Authorized Officer

Name: Thu Le, MD - President
Print or Type