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Florida Department of State  
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FLORIDA PROFIT CORPORATION OR P.A.

RESTAURANTE NICARAGUA, CORP.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
RESTAURANTE NICARAGUA, CORP.**

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions for formation, liability, rights, privileges and immunities of a corporation for profit, hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be: RESTAURANTE NICARAGUA, CORP.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of this corporation shall be: 3921 East 4<sup>th</sup> Avenue, Hialeah, FL 33013. This corporation may carry out its business at such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. This corporation shall also have the power to conduct its business outside the State of Florida, and/or in any and all of the several states, territories, and districts of the United States of America, and/or in any and all foreign countries, and may have one or more offices, in any of the said places of business, as may, from time to time, be authorized by the Board of Directors.

**ARTICLE III  
PURPOSE**

This corporation may engage or transact in any and all lawful activity of business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE IV  
TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Department of State.

**ARTICLE V  
SHARES**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock having a par value of one (\$1.00) dollar per share.

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**ARTICLE VI  
INITIAL OFFICERS AND DIRECTORS**

The business of this corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member. The exact number of Directors shall be fixed by the By-Laws of this corporation. Directors need not be stockholders.

The names of the initial officers and of the first Board of Directors of this corporation, subject to the provisions of these articles, for the first year of the corporations' existence or until their successors are duly elected and qualified are as follows:

NAME	TITLE
Maria Guatamuz	Director
Chester Villalta	Director
Amanda Galeano	President, Director
William Villalta	Treasurer, Director
Carolina Villalta	Secretary
Irene Espinoza	Secretary

**ARTICLE VII  
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent of this corporation shall be JAIME DAVILA, ESQ., and the initial registered offices of this corporation shall be located at 2121 Ponce de Leon Blvd., Suite 721, Coral Gables, Florida 33134.

**ARTICLE VIII  
INCORPORATOR**

The name(s) and address(es) of the first incorporator to these Articles of Incorporation and the amount of shares of stock subscribed for are as follows:

NAME	NUMBER OF SHARES
Maria Guatamuz	60
Chester Villalta	40

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**ARTICLE IX  
ANNUAL MEETING**


The annual meeting of the shareholders of this corporation shall be fixed by the By-laws and the power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors.

**ARTICLE X  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed to them by the shareholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation, this 3<sup>rd</sup> day of July, 2001.


  
\_\_\_\_\_  
Maria Guzman, (Incorporator)

  
\_\_\_\_\_  
Chester Villalta, (Incorporator)

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**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and hereby accept the appointment as registered agent and agree to act in this capacity.

By:   
\_\_\_\_\_  
JAIME DAVILA, (Registered Agent)

Date 07/03/2001

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