

PGS 1000 42505

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

800001503358  
-06/01/95--01061--003  
\*\*\*1190.00 \*\*\*\*\*70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):  
CASA DON CARLOS, INC.

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 12:15     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

95 JUN -1 AM 11:59  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

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6/1

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
CASA DON CARLOS, INC.**

**FILED**  
95 JUN -1 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **CASA DON CARLOS, INC.**, (hereinafter, "Corporation"). The English translation is Mr. Carlos' House, Inc.

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 357 Miracle Mile, Coral Gables, Florida 33133 and the mailing address is the same.

**ARTICLE 4 - INCORPORATORS**

The names and street addresses of the incorporators of this Corporation are Alexandra A. Cabreja and Guy Vandaele whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

|            |                      |
|------------|----------------------|
| President: | Alexandra A. Cabreja |
| Secretary: | Guy Vandaele         |
| Treasurer: | Flor M. Rood         |



## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Alexandra A. Cabreja  
Guy Vandaele  
Flor M. Rood

## ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



#### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 12 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 13 - EFFECTIVE DATE**

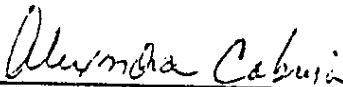
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 14 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31 May 1995.


  
\_\_\_\_\_  
Alexandra A. Cabreja, Incorporator

  
\_\_\_\_\_  
Guy Vandaele, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
\_\_\_\_\_  
Natalia Utrera, Vice President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUN -1 AM 11:59

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PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mörtham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # **P95000042505**  
1 Corporation Name  
**CASA DON CARLOS, INC.**

FILED  
96 NOV -4 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Principal Place of Business  
**357 MIRACLE MILE  
CORAL GABLES FL 33133**

Mailing Address  
**357 MIRACLE MILE  
CORAL GABLES FL 33133**

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2 New Principal Office Address, If Applicable  
**13122 SW 68 St**  
Suite, Apt. #, etc.

3 New Mailing Office Address, If Applicable  
Suite, Apt. #, etc.  
City & State  
Zip

4 Date Incorporated or Qualified To Do Business in Florida  
**06/01/1995**

5 FEI Number  
**65-0583914**

Applied For  
Not Applicable

6 CERTIFICATE OF STATUS IS DESIRED  \$8.75 Additional Fee (Required for a Certificate of Status)

City & State  
**Miami FL**  
Country  
**Dade**

7 Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

| 1 Title(s) | 2 Name of Officers and/or Directors | 3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers) | 4 City / State / Zip  |
|------------|-------------------------------------|---|-----------------------|
| PD         | CABREJA, ALEXANDRA A                | 357 MIRACLE MILE  | CORAL GABLES FL 33133 |
| S          | VANDAELE, GUY                       | 357 MIRACLE MILE  | CORAL GABLES FL 33133 |
| T          | ROOD, FLOR M                        | 357 MIRACLE MILE  | CORAL GABLES FL 33133 |

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-11/07/96-01042-007  
\*\*\*375.00 \*\*\*375.00

**REINSTATEMENT**

8. Name and Address of Current Registered Agent  
**LAW FIRM OF LAWRENCE J. SPIEGEL, CHARTERED  
343 ALMERIA AVE  
CORAL GABLES FL 33134**

9. Name and Address of New Registered Agent  
Name **Alexandra Cabreja**  
Street Address (P.O. Box Number is Not Acceptable)  
**13122 SW 68 St**  
Suite, Apt. #, Etc.  
City **miami** State **FL** Zip Code **33183**

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.  
Signature of Registered Agent **Alexandra Cabreja** Date **10/19/96**

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes  No

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: **Alexandra Cabreja** Date **10/19/96** Daytime Phone # **(25) 383-8609**