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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A

NAME: BETHENCOURT & SONS, INC. II

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Prepared by: M. Jorge Arceles P.A. Fl. Bar No. 796514
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ARTICLES OF INCORPORATION OF
Bethencourt & Sons, Inc. II

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. NAME

The name of this corporation is: Bethencourt & Sons, Inc. II

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these of Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The purpose of this corporation shall be to operate a cafeteria.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

Article V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to

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others).

Article VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent of this corporation and its principal place of business is:

Humberto C. Bethencourt
8275 NW 56 Street
Miami, Florida 33166

This address shall be the corporate address.

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director's initially who shall serve until their successors, if any, are selected at the Shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial Directors of this corporation are:

Herbert C. Bethencourt
Humberto C. Bethencourt

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation is/are:

President: Humberto Bethencourt
8275 NW 56 st.
Miami, Fl. 33166

Vice President: Humberto C. Bethencourt
8275 NW 56 st.
Miami, Fl. 33166

Secretary: Humberto C. Bethencourt
8275 NW 56 st.
Miami, Fl. 33166

Treasurer: Humberto C. Bethencourt
8275 NW 56 st.

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Miami, Fl. 33166

Article IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Humberto C. Bethencourt
8275 NW 56 st.
Miami, Fl. 33166

Article X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction, of the shareholders of this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by

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means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 6 day of September, 1995.

WITNESS

Ethel Coyne
Ethel Coyne
M. George
M. George

Humberto C. Bethencourt
Humberto C. Bethencourt

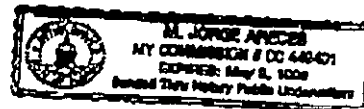
STATE OF FLORIDA }
COUNTY OF DADE } SS:

BEFORE ME, the undersigned authority, personally appeared Humberto C. Bethencourt, to me known to be the person who executed the foregoing Articles of Incorporation and who I personally known and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6 day of September, 1995.

My Commission Expires:

M. George
NOTARY PUBLIC, State of Florida
at Large.



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