

P 99 0000 41888

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000011046 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -7 AM 7:15

FILED

FLORIDA PROFIT CORPORATION OR P.A.

TAPAS ON THE GABLES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

K. CHESSEB

MAY 10 1999

MAY 01 1999

5/7/99 3:53 PM

H99000011046

ARTICLES OF INCORPORATION
OF

TAPAS ON THE GABLES, INC.

The undersigned subscriber to these Articles of Incorporation, a person competent to contract, hereby associate himself to form a corporation under the Laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is:

TAPAS ON THE GABLES, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

(a) To introduce, erect, operate, conduct, manage, maintain, and carry on a catering restaurant, cafe, and cabaret business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, cabarets, cafes, catering services, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes. To buy, or otherwise acquire, manufacture, market, prepare for market, catering, sell, deal in, and deal with, import, and export food and food products of every class and description, fresh, canned, preserved, or otherwise, and to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds.

(b) To operate, conduct, establish, and maintain a business devoted to the sale of restaurant supplies and restaurant supply equipment, both wholesale and retail, and to engage in such other business in connection therewith, and in the sale of such other commodities as may be advantageous to the corporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY - 7 AM 7:15

FILED

This instrument was prepared by:
GEORGE S. GIORGAS, ESQUIRE
1710 SW 27 Ave., Miami, FL 33145
Telephone # (305) 445-5505

H99000011046

H99000011046

(c) To own, conduct, operate, maintain, and carry on the business of cabaret, night club, tavern, and restaurant and to sell and dispense foods, beverages, and liquids of all kinds and to do any and all things necessary and pertaining to said business.

(d) To engage and operate ice cream and soda fountains, together with all of the fixtures, equipment, machinery, and dishes necessary in connection with a restaurant and ice cream and soda fountain business.

(e) To engage in the on-sale dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent, or sell such business or businesses.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(g) To acquire by purchase, subscribers or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge, or otherwise dispose of or deal in or with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvements, and enhancement in value thereof.

(h) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the Laws of Florida upon, corporations formed

H99000011046

H99000011046

under its Laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000) shares Common Stock \$1.00 par Value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purposes.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than:

Five Hundred (\$500.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is:

65 Merrick Way, Coral Gables, Florida 33134

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have (1) director initially. The number of directors may be increased from time to time on such manner as may be prescribed by the BY-LAWS, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each

H99000011046

H99000011046

person who shall serve at any time hereafter as a director or officer of the corporation and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonable incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or by reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify, reimburse such person in any proper case even though not specially herein provided for.

No contract or other transaction between this corporation or any other corporation and no act of this corporation shall in any way be effected or invalidated by the fact that any of the director/directors of the corporation are pecuniarily or otherwise interested in, or are a director or officer of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction or the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have known to the Board of Director/Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director of the corporation who is a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which

H99000011046

H99000011046

shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII.- INITIAL DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
DOMINGO VILAS President	65 Merrick Way Coral Gables, FL 33134

ARTICLE IX.- SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>
DOMINGO VILAS - 1000 Shares of Common Stock at \$1.00 Par Value	65 Merrick Way Coral Gables, FL 33134

ARTICLE X.- REGISTERED AGENT AND OFFICE

The Street address of the corporation's initial registered office is 8249 N.W. 7th Street, Miami, Florida 33126, and the corporation's initial registered agent is MARIA VILAS.

ARTICLE XI.- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote there on.

IN WITNESS WHEREOF, the party of these Articles of Incorporation has hereunto set his hand and seal on this 6th day of May, 1999.


DOMINGO VILAS

H99000011046

H99000011046

STATE OF FLORIDA
SS:
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and Count above to take acknowledgements, personally appeared DOMINGO VILAS to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and seal in the County and State named above this 6 day of May, 1999.

[Handwritten Signature]
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:  George S. Douglas
My Commission CC798212
Expires December 3, 2002

CERTIFICATION OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT TAPAS ON THE GABLES, INC.
NAME OF CORPORATION

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED MARIA VILAS LOCATED AT 8249 N.W. 7th Street, Miami, Florida 33126, AS ITS AGENT TO SERVICE OR PROCESS FLORIDA.

SIGNATURE *[Handwritten Signature]*
DATE 5-6-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 MAY - 7 AM 7:15
FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *[Handwritten Signature]*
DATE 5-6-99

H99000011046