

PO 1000107633

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

800004671358--4  
-11/07/01--01073--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: A & A Restaurant Management, Corp.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>			

FROM: Adriana M. Rodriguez  
Name (Printed or typed)

2311 E. Coast Ave. N. #6  
Address

Lake Worth, FL 33460  
City, State & Zip

(305) 979-8548  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 NOV - 7 AM 8:46

FILED

NOTE: Please provide the original and one copy of the articles.

*PS/101*

FILED

01 NOV -7 AM 8:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
A&A RESTAURANT MANAGEMENT CORPORATION**

The undersigned incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I – CORPORATE NAME**

The name of the Corporation is A&A RESTAURANT MANAGEMENT CORPORATION

**ARTICLE II –NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to purchase, acquire, prepare and sell food and like products as well as purchase or otherwise acquire real and personal property; and to engage in any other lawful activities within the purposes for which corporations may be organized under the Florida Business Corporation Act.

The corporation shall exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and with principals or agents, and to do every other act or acts, thing or things, incidental of appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

**ARTICLE III-CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Three Thousand shares of common stock having a par value Ten Cents (\$0.10) per share.

Shares may be issued only for consideration having value, in the judgment of the Board of Directors, at least equivalent to full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

#### **ARTICLE IV-TERM OF EXCISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE V-REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The initial Registered Agent and the registered address of the corporation in the State of Florida shall be:

Adriana M. Rodriguez; 2311 E. Coast Avenue N., Apt 6; Lake Worth, FL 33460

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VI-CORPORATION'S PRINCIPAL OFFICE**

The initial principal office the corporation shall be at 2311 E. Coast Avenue N., Apt #6, Lake Worth, Florida 33460. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida

#### **ARTICLE VII-BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one (1).

#### **ARTICLE VIII-INITIAL DIRECTORS**

The names of the initial director of the corporation and her street address is:

Adriana M. Rodriguez; 2311 E. Coast Ave. N., Apt #6; Lake Worth, FL 33460

The person named as initial director shall hold office for the first year of existence of this corporation or until her successor is elected or appointed and has qualified, whichever occurs first.

#### **ARTICLE IX-INITIAL OFFICER**

The names of the initial officer of this corporation and her street address is:

Adriana M. Rodriguez; 2311 E. Coast Ave. N. , Apt #6; Lake Worth, FL 33460,  
President, Treasurer & Secretary.

The person named as initial officer shall hold office for the first year of existence of this corporation or until her successor is elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE X-INCORPORATOR**

The name and street address of the individual signing these Articles of Incorporation as the Incorporator is:

Adriana M. Rodriguez; 2311 E. Coast Ave. N., Apt #6; Lake Worth, FL 33460

#### **ARTICLE XI-PREEMPTIVE**

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

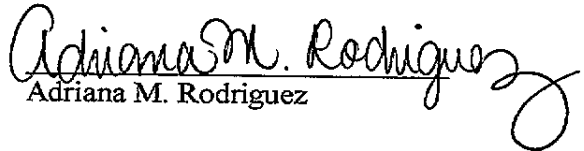
#### **ARTICLE XII-CONFLICT OF INTEREST**

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

**ARTICLE XIII-AMENDMENT**

The 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 at least a majority of the stock entitled to vote thereon, unless all directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

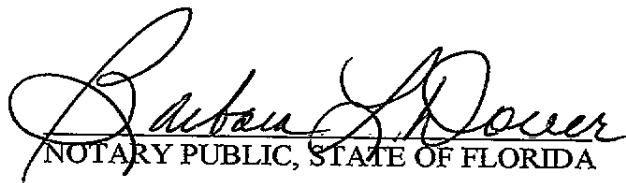
**IN WITNESS WHEREOF**, the undersigned, as the Incorporator, has executed the forgoing Articles of Incorporation as of the 5<sup>th</sup> day of November 2001.

  
Adriana M. Rodriguez

STATE OF FLORIDA  
COUTY OF PALM BEACH

**BEFORE ME**, a Notary Public, personally appeared, **ADRIANA M. RODRIGUEZ**, to me known to be a person described as Incorporator and who executed the forgoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

**WITNESS** my hand and official seal at West Palm Beach, Florida this 5<sup>th</sup> day of November 2001.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

BARBARA L. DOVER  
Notary Public State of Florida  
My Comm. Exp. Sept. 24, 2004  
No. CC969864

FILED

01 NOV -7 AM 8:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

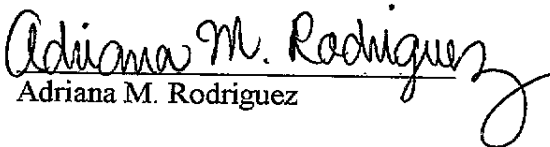
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICLE FOR SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Sec. 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That A&A RESTAURANT MANAGEMENT CORPORATION desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Lake Worth, Palm Beach County, Florida, has named ADRIANA M. RODRIGUEZ located at 2311 E. Coast Ave. N., Apt #6; Lake Worth, FL 33460, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.

  
Adriana M. Rodriguez