

FIS000003473

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

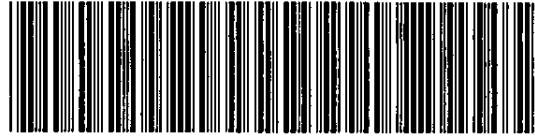
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600275770186

08/06/15--01017--009 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2015 AUG - 6 PM 12:44

FILED

N. Culligan AUG - 7 2015

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CAFES DEL MUNDO INC.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Deborah Love
Name of Person

Friedman, Rosenwasser & Goldbaum, P.A.
Firm/Company

5355 Town Center Road, Suite 801
Address

Boca Raton, Florida 33486
City/State and Zip code

dlove@frglaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Deborah Love at (877) 605-9141
Name of Person Area Code Daytime Telephone Number

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CAFES DEL MUNDO INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Canada 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 8, 2005 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1233 rue de la Montagne, Suite 201, Montreal, Quebec H3G 1Z2
(Principal office address)

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Friedman, Rosenwasser & Goldbaum, P.A.

Office Address: 5355 Town Center Rd., Ste. 801

Boca Raton, Florida 33486
(City) (Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ronald N. Rosenwasser
(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

2015 AUG -6 PM 12:44
FILED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: JOHN ESSARIS

Address: 1233 RUE DE LA MONTAGNE, SUITE #101
MONTREAL, QC H3G 1Z2

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
2015 AUG -6 PM 12:44
REGISTRATION DIVISION

B. OFFICERS

President: JOHN ESSARIS

Address: 1233 RUE DE LA MONTAGNE, SUITE #101
MONTREAL, QC H3G 1Z2

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. JOHN ESSARIS, DIRECTOR & OFFICER

(Typed or printed name and capacity of person signing application)



Industry
Canada

Industrie
Canada

Canada Business
Corporations Act

Loi canadienne sur
les sociétés par actions

I HEREBY CERTIFY THAT THE
ATTACHED IS A TRUE COPY OF THE
DOCUMENT MAINTAINED IN THE
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE
DOCUMENT CI-JOINT EST UNE COPIE
EXACTE D'UN DOCUMENT CONTENU
DANS LES LIVRES TENUS PAR LE
DIRECTEUR.

Director - Directeur

Date





Industry Canada

Industrie Canada

**Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution**

**Loi canadienne sur
les sociétés par actions**

CAFÉS DEL MUNDO INC.

429028-3

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

Richard G. Shaw
Director - Directeur

March 8, 2005 / le 8 mars 2005

Date of Incorporation - Date de constitution

Canada



Industry Canada Industrie Canada
 Canada Business Corporations Act Loi canadienne sur les sociétés par actions

**FORM 1
 ARTICLES OF INCORPORATION
 (SECTION 6)**

**FORMULAIRE 1
 STATUTS CONSTITUTIFS
 (ARTICLE 6)**

1 -- Name of the Corporation **Dénomination sociale de la société**
CAFÉS DEL MUNDO INC.

2 -- The province or territory in Canada where the registered office is situated **Le province ou le territoire au Canada où est situé le siège social**
Province of Quebec

3 -- The classes and any maximum number of shares that the corporation is authorized to issue **Catégories et le nombre maximal d'actions que la société est autorisée à émettre**
The annexed Schedule 1 is incorporated in this form.

4 -- Restrictions, if any, on share transfers **Restrictions sur le transfert des actions, s'il y a lieu**
Any transfer of shares shall require the approval of the majority of the directors.

5 -- Number (or minimum and maximum number) of directors **Nombre (ou nombre minimal et maximal) d'administrateurs**
Minimum : 1, Maximum : 15

6 -- Restrictions, if any, on the business the corporation may carry on **Limites imposées à l'activité commerciale de la société, s'il y a lieu**
None

7 -- Other provisions, if any **Autres dispositions, s'il y a lieu**
The annexed Schedule 2 is incorporated in this form.

8 -- Incorporators - Fondateurs

Name(s) - Nom(s)	Address (including postal code) Adresse (inclure le code postal)	Signature	Tel. No. - N° de tél.
Maryse Rivet	1000 Sherbrooke Street West, 27th floor Montreal, Quebec, Canada H3A 3G4	<i>Maryse Rivet</i>	514-987-5065 ext. 2115

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT

429028-3 **MAR 09 2005**

SCHEDULE 1

The Corporation is authorized to issue an unlimited number of each of the following classes of shares: Common shares, Class A shares, Class B shares, Class C shares, Class D shares, Class E shares and Class F shares. The rights, privileges, restrictions and conditions attached to each class of shares are as follows:

1. COMMON SHARES

- 1.1 The holders of the Common shares shall be entitled to receive notice of, attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote. Each Common share shall entitle its holder to one (1) vote.
- 1.2 Subject to the prior rights of the holders of the Class B, Class C, Class D, Class E and Class F shares, the holders of the Common and Class A shares shall be entitled to receive the remaining property of the Corporation upon dissolution.

2. CLASS A SHARES

- 2.1 The Class A shares rank *pari passu* in all respects with the Common shares, save and except that, subject to the provisions of the *Canada Business Corporations Act*, the holders of the Class A shares shall not, as such, have any right to receive notice of, attend or vote at meetings of shareholders.

3. CLASS B SHARES

- 3.1 The holders of the Class B shares shall be entitled to receive notice of, attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote. Each Class B share shall entitle its holder to one (1) vote.
- 3.2 Save and except for such dividends or distributions as are expressly contemplated in this Section 3, the holders of the Class B shares shall not be entitled to further participation in any earnings or profits of the Corporation or in the value of its assets.

- 3.3 Annual, non-cumulative dividends may be declared by the directors on the Class B shares provided that the aggregate amount thereof shall not be greater than 8% of the amount of the consideration for which such shares were issued and provided that such dividends shall only be payable if, as and when declared and at such times and in such manner as the directors may determine in their discretion. The holders of the Class B shares shall not be entitled to any dividends other than or in excess of the above dividends.
- 3.4 The Corporation may redeem any Class B share issued by it at a price equal to the amount of the consideration for which such share was issued. At the time of payment of such redemption price, the Corporation shall pay to the holder of said share the amount of any dividend declared thereon and unpaid.
- 3.5 Upon dissolution of the Corporation, the holders of the Class B shares shall be entitled to receive an amount equal to the amount of the consideration for which such shares were issued, together with any dividends declared thereon and unpaid, and no more, the whole in priority to the distribution of any property to the holders of the Common and Class A shares.

4. CLASS C SHARES

- 4.1 Subject to the provisions of the *Canada Business Corporations Act*, the holders of the Class C shares shall not, as such, have any right to receive notice of, attend or vote at meetings of shareholders.
- 4.2 Save and except for such dividends or distributions as are expressly contemplated in this Section 4, the holders of the Class C shares shall not be entitled to further participation in any earnings or profits of the Corporation or in the value of its assets.
- 4.3 Annual, non-cumulative dividends may be declared by the directors of the Class C shares provided that the aggregate amount thereof shall not be greater than 10% of the amount of the consideration for which such shares were issued and provided that such dividends shall only be payable if, as and when declared and at such times and in such manner as the directors may determine in their discretion. The holders of the Class C shares shall not be entitled to any dividends other than or in excess of the above dividends.
- 4.4 The Corporation may redeem any Class C share issued by it at a price equal to the amount of the consideration for which such share was issued.

At the time of payment of such redemption price, the Corporation shall pay to the holder of said share the amount of any dividend declared thereon and unpaid.

- 4.5 Upon dissolution of the Corporation, the holders of the Class C shares shall be entitled to receive an amount equal to the amount of the consideration for which such shares were issued, together with any dividends declared thereon and unpaid, and no more, the whole in priority to the distribution of any property to the holders of the Common, Class A and Class B shares.

5. CLASS D SHARES

- 5.1 Subject to the provisions of the *Canada Business Corporations Act*, the holders of the Class D shares shall not, as such, have any right to receive notice of, attend or vote at meetings of shareholders.
- 5.2 Save and except for such dividends or distributions as are expressly contemplated in this Section 5, the holders of the Class D shares shall not be entitled to further participation in any earnings or profits of the Corporation or in the value of its assets.
- 5.3 Monthly non-cumulative dividends may be declared by the directors on the Class D shares provided that the aggregate amount thereof shall not be greater than FIFTY CENTS (\$0.50) per share and provided that such dividends shall only be payable if, as and when declared and at such times and in such manner as the directors may determine in their discretion. The holders of the Class D shares shall not be entitled to any dividends other than or in excess of the above dividends.
- 5.4 The Corporation may, and upon the demand of any holder thereof shall, redeem any Class D share issued by it at a price per share equal to ONE HUNDRED DOLLARS (\$100). At the time of payment of such redemption price, the Corporation shall pay to the holder of said share the amount of any dividend declared thereon and unpaid.
- 5.5 Upon dissolution of the Corporation the holders of the Class D shares shall be entitled to receive an amount equal to ONE HUNDRED DOLLARS (\$100) per share, together with any dividends declared thereon and unpaid, and no more, the whole in priority to the distribution of any property to the holders of the Common, Class A, Class B and Class C shares.

6. CLASS E SHARES

- 6.1 Subject to the provisions of the *Canada Business Corporations Act*, the holders of the Class E shares shall not, as such, have any right to receive notice of, attend or vote at meetings of shareholders.
- 6.2 Save and except for such dividends or distribution as are expressly contemplated in this Section 6, the holders of the Class E shares shall not be entitled to further participation in any earnings or profits of the Corporation or in the value of its assets.
- 6.3 Annual, non-cumulative dividends may be declared by the directors of the Class E shares provided that the aggregate amount thereof shall not be greater than 9% of the amount of the consideration for which such shares were issued and provided that such dividends shall only be payable if, as and when declared and at such times and in such manner as the directors may determine in their discretion. The holders of the Class E shares shall not be entitled to any dividends other than or in excess of the above dividends.
- 6.4 The Corporation may, and upon the demand of any holder thereof shall, redeem any Class E share issued by it at a price equal to the amount of the consideration for which such share was issued. At the time of payment of such redemption price, the Corporation shall pay to the holder of said share the amount of any dividend declared thereon and unpaid.
- 6.5 Upon dissolution of the Corporation the holders of the Class E shares shall be entitled to receive an amount equal to the amount of the consideration for which such shares were issued, together with any dividends declared thereon and unpaid, and no more, the whole in priority to the distribution of any property to the holders of the Common, Class A, Class B, Class C and Class D shares.

7. CLASS F SHARES

- 7.1 Subject to the provisions of the *Canada Business Corporations Act*, the holders of Class F shares shall not, as such, have any right to receive notice of, attend or vote at meetings of shareholders.
- 7.2 Save and except for such dividends or distributions as are expressly contemplated in this Section 7, the holders of the Class F shares shall not be entitled to further participation in any earnings or profits of the Corporation or in the value of its assets.

- 7.3 Monthly, non-cumulative dividends may be declared by the directors on the Class F shares provided that the aggregate amount thereof shall not be greater than 1% of the amount of the consideration for which such shares were issued and provided that such dividends shall only be payable if, as and when declared and at such times and in such manner as the directors may determine in their discretion. The holders of the Class F shares shall not be entitled to any dividends other than or in excess of the above dividends.
- 7.4 The Corporation may, and upon the demand of any holder thereof shall, redeem any Class F share issued by it at a price per share equal to the amount of the consideration for which such share was issued. At the time of payment of such redemption price, the Corporation shall pay to the holder of said share the amount of any dividend declared thereon and unpaid.
- 7.5 Upon dissolution of the Corporation, the holders of the Class F shares shall be entitled to receive an amount equal to the amount of the consideration for which such shares were issued, together with any dividends declared thereon and unpaid, and no more, the whole in priority to the distribution of any property to the holders of any other class of shares.

8. DIVIDENDS

- 8.1 Subject to the provisions of the *Canada Business Corporations Act* and of this Schedule, the directors may declare dividends on both the Common and the Class A shares or on the Class B shares, the Class C shares, the Class D shares, the Class E shares or the Class F shares alone, at such times, in such manner and in such amounts as they may determine in their discretion.
- 8.2 Nothing contained herein shall oblige the directors to declare any dividend or, except as hereinabove provided in respect of the Common and Class A shares, to declare a dividend on one class of shares when a dividend is declared on another class of shares.

9. PURCHASE OR ACQUISITION OF SHARES BY THE CORPORATION

- 9.1 Subject to the provisions of the *Canada Business Corporations Act* and of this Schedule, the Corporation may, with the consent of the holder, purchase or otherwise acquire any share issued by it, at such times, in such manner and for such consideration as the directors of the Corporation may determine in their discretion, provided that the Corporation may not purchase or otherwise acquire any Class B, Class C, Class E or Class F share for an amount greater than the amount of the consideration for which such share was issued nor may the Corporation purchase or otherwise acquire any Class D share for an amount greater than the redemption price thereof.

SCHEDULE 2

- 1. A holder of a fractional share shall be entitled to vote that fraction of a share and to receive dividends in respect of such fractional share.**
- 2. The Corporation shall have a lien on any share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.**
- 3. The number of shareholders of the Corporation shall be limited to fifty (50), exclusive of persons who are in the employment of the Corporation or any of its subsidiaries and of persons who, having been formerly in the employment of the Corporation or of any of its subsidiaries, were, while in that employment, shareholders of the Corporation, two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as a single shareholder.**
- 4. Any invitation to the public to subscribe for any securities of the Corporation is prohibited.**
- 5. Without in any way limiting the powers conferred upon the Corporation or its directors by any of the provisions of the Canada Business Corporations Act, but subject to the provisions thereof, the directors of the Corporation may, without authorization of the shareholders, cause the Corporation to,**
 - 5.1 hypothecate or otherwise create a security interest in any property, moveable or immovable, present or future, which the Corporation may presently own or subsequently acquire, for the purpose of securing any bonds, debentures, or securities which it is by law entitled to issue or for the purpose of securing the performance of any obligation of the Corporation;**
 - 5.2 borrow money, without limitation or restriction, upon the credit of the Corporation;**
 - 5.3 issue, re-issue, sell or hypothecate debt obligations of the Corporation; or**
 - 5.4 guarantee the performance of any obligation of any person.**