

# PO00000012407

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.**

((H00000005776 0)))

**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 : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 FEB -4 AM 9:06

FILED

**FLORIDA PROFIT CORPORATION OR P.A.**

**MONARCA HIDALGO, INC.**

MONARCH HIDALGO, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED  
00 FEB -4 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MONARCA HIDALGO, INC.

ARTICLE I

The name of the corporation is Monarca HIDALGO, INC.

ARTICLE II

The main purpose of the corporation is to operate restaurants and other commercial food establishments. Notwithstanding the foregoing, the corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 2,000 shares of common stock having a par value of \$0.01 per share. Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

ARTICLE V

The street address of the principal place of business of the corporation is 1446 Washington Avenue, Miami Beach, Florida 33139. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VI

The corporation shall have two director initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than five.

The names and post office address of the initial Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation and the laws of this State of Florida, shall hold office the first year of this corporation's existence, or until their successors are elected and have been qualified, are: ---

1. Arcesio Ramirez Ocampo - President  
1446 Washington Avenue  
Miami Beach, Florida 33139
2. Sandra Ramirez - Vice President  
1446 Washington Avenue  
Miami Beach, Florida 33139

ARTICLE VII

The names and post office address of each person signing these Articles is:

1. Arcesio Ramirez Ocampo  
1446 Washington Avenue  
Miami Beach, Florida 33139
2. Sandra Ramirez  
1446 Washington Avenue  
Miami Beach, Florida 33139

ARTICLE VIII

The names and post office address of the officers of this corporation, who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

1. Arcesio Ramirez Ocampo - President  
1446 Washington Avenue  
Miami Beach, Florida 33139
2. Sandra Ramirez - Vice President  
1446 Washington Avenue  
Miami Beach, Florida 33139

ARTICLE IX

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE X

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation

or other entity in which such director has such a direct or indirect interest.

ARTICLE XI

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE XIV

The approval of the shareholders of this corporation to any plan or merger shall be required in every case whether or not such approval is required by law.

ARTICLE XV

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XVI

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

EXECUTED at Miami, Florida, this 2<sup>ND</sup> day of FEBRUARY, 2000.

By:

ARCESIO RAMIREZ OCAMPO

Print Name:

ARCESIO RAMIREZ OCAMPO

SANDRA RAMIREZ

Print Name:

SANDRA RAMIREZ

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority, personally appeared ARCESIO RAMIREZ OCAMPO and SANDRA RAMIREZ, to me personally known to be the persons who subscribed to the foregoing Articles of Incorporation of MONARCA, INC., and acknowledged that they freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 2<sup>ND</sup> day of FEBRUARY, 2000.

Notary Public, State of Florida

My Commission Expires:

**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

MONARCA desiring to organize under the laws of the  
HIDALGO, INC.  
State of Florida, hereby designates ARCESIO RAMIREZ OCAMPO its  
registered agent and 1446 Washington Avenue, Miami Beach, Florida  
33139 as its registered office.

**ACCEPTANCE**

Having been named as registered agent for the above named  
corporation, I hereby agree to act in such capacity for such  
corporation at its registered office.

  
ARCESIO RAMIREZ OCAMPO

**FILED**  
00 FEB -4 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA