

# LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

100003294981--9

-06/19/00--01032--024

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LE CAFE INTERNATIONAL CORP.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
00 JUN 19 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
00 JUN 19 AM 10:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
LE CAFÉ INTERNATIONAL CORP.**

**FILED**  
00 JUN 19 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is LE CAFÉ INTERNATIONAL CORP.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The Corporation shall have a perpetual existence. The beginning of Corporate existence shall be the Date of the Filing.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value. The Corporation is authorized to have one class of stock designated as common stock. All the Common Stock, when issued, shall be fully paid and exempt from assessment.

The name of the Stockholders on record are:

<b>DIEGO INSAUSTI</b>	<b>50% of the outstanding common stock</b>
<b>SANDRA INSAUSTI</b>	<b>50% of the outstanding common stock</b>

#### **ARTICLE V**

##### **INITIAL BOARD OF DIRECTORS**

The Corporation shall have two(2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-Laws, but shall never be less than one (1).

The name and address of the initial Directors are:

##### **NAME**

##### **ADDRESS**

**DIEGO INSAUSTI**

**24 EUCLID DRIVE  
MIAMI SPRINGS, FL 33166**

**SANDRA INSAUSTI**

**24 EUCLID DRIVE  
MIAMI SPRINGS, FL 33166**

## **ARTICLE VI**

### **OFFICERS**

**The name of the initial officers of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:**

**PRESIDENT / TREASURER**

**DIEGO INSAUSTI**

**VICE-PRESIDENT / SECRETARY**

**SANDRA INSAUSTI**

## **ARTICLE VII**

### **REGISTERED OWNER(S)**

**The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.**

## **ARTICLE VIII**

### **INITIAL REGISTERED OFFICE AND AGENT**

**The name and street address of the initial registered office of the Corporation is DIEGO INSAUSTI, 24 Euclid Drive, Miami Springs, Florida 33166.**

## **ARTICLE IX**

### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation is 24 EUCLID DRIVE, MIAMI SPRINGS, FLORIDA 33166.

## **ARTICLE X**

### **LAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws.

## **ARTICLE XI**

### **PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

All shares of stock are freely assignable, but no owner shall sell to one who is not a stockholder without first offering the stock for sale to the other stockholders at a price set by appraisers. If remaining stockholders don't elect to buy their shares, all outstanding shares should be sold to outsiders.

## ARTICLE XII

### INDEMNIFICATION

The Corporation shall indemnify any Officer or Director of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in accordance with the provisions of the Florida General Corporation act.

ARTICLE XIV

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is DIEGO INSAUSTI, 24 EUCLID DRIVE, MIAMI SPRINGS, FL. 33166.

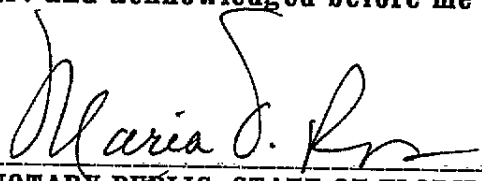
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 16 day of June, 2000.

  
\_\_\_\_\_  
DIEGO INSAUSTI

State of Florida )

County of Miami Dade )

The foregoing instrument was acknowledged before me this 16 day of June, 2000 by DIEGO INSAUSTI who is personally known to me or who has produced KNOWN as identification and who did/did not take an oath, and who, as Incorporator(s), executed the foregoing Articles of Incorporation of LE CAFÉ INTERNATIONAL CORP. and acknowledged before me that he executed those Articles of Incorporation.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

MARIA V. ROS  
Notary Public - State of Florida  
My Commission Expires Aug 1, 2003  
Commission # CC860059

**CERTIFICATE OF REGISTERED AGENT  
OF  
LE CAFE INTERNATIONAL CORP.**

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted in compliance therewith:

That LE CAFE INTERNATIONAL CORP., desiring to organize under the laws of the State of Florida with its principal office at 24 Euclid Drive, Miami Springs, FL 33166 has named DIEGO INSAUSTI at 24 Euclid Drive, Miami Springs, County of Miami Dade, State of Florida, agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, DIEGO INSAUSTI accepts to act in this capacity. DIEGO INSAUSTI further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and is familiar with and accepts the obligations of the position as Registered Agent, including the obligations provided in Florida Statutes Section 607.0505(1995).

Dated this 16 day of June, 2000

By: 

**DIEGO INSAUSTI**

**FILED**  
00 JUN 19 PM 1:15  
SECRETARY OF STATE  
ALLAHASSEE FLORIDA