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Serial Number

L I D A T I O N O N L Y

Oficina Marignol

Requestor's Name

4160 W. 16th Ave. #210

Address

Hialeah, FL 33012 (305) 882-7200

City

State

ZIP

Phone

100003314521--9

-07/06/00--01032--008

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

CORPORATION(S) NAME

MASON LA GUITARRA, Inc

FILED  
00 JUL -6 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

EFFECTIVE DATE  
7-3-00

CERTIFIED COPY

RECEIVED  
00 JUL -6 AM 9:31  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

T BROWN JUL -6 2000

EFFECTIVE DATE

7-3-00

FILED

00 JUL -6 AM 10:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HERE ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I -NAME-

THE NAME OF THIS CORPORATION IS : MESON LA GUITARRA, INC

ARTICLE II -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:  
TO CARRY ON THE BUSINESS OF MANAGEMENT COMPANY, RESTAURANT,  
TO PURCHASE, SELL, RENT, LEASE, CONVEY, OR OTHERWISE ACQUIRE OR  
DISPOSE OF OR ENCUMBER REAL ESTATE, REAL PROPERTY, CHATTELS  
REAL, CHOSEN IN ACTION, NOTES, BONDS, STOCKS, SECURITIES AND ANY  
INTEREST THEREIN FOR ITSELF OR FOR OTHERS. FULL POWER AND  
AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH  
THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO  
THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL,  
TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO  
THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR  
ANY AMENDMENT THEREOF.

**ARTICLE IV -CAPITAL STOCK-**

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

**ARTICLE V -PREEMPTIVE RIGHTS-**

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLE VI -INITIAL REGISTERED OFFICE & AGENT-**

THE STREET ADDRESS OF THE INITIALLY REGISTERED OFFICE OF THIS CORPORATION IS: 2846 PALM AVENUE HIALEAH, FL 33012 AND THE NAME OF THE INITIALLY REGISTERED AGENT OF THIS CORPORATION IS: GISELA HERNANDEZ -JORCANO..

**ARTICLE VII -INCORPORATION-**

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES ARE:

GISELA HERNANDEZ-JORCANO  
8325 GRAND CANAL DRIVE  
MIAMI FL 33144

DAVID HERNANDEZ -JORCANO  
8325 GRAND CANAL DRIVE  
MIAMI FL 33144

### **ARTICLE VIII -BYLAWS-**

THE POWER TO ADOPT, ALTER, AMMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

### **ARTICLE IX -RESTRICTIONS ON TRANSFERS OF STOCK-**

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

GISELA HERNANDEZ-JORCANO PRESIDENT,	50% SHARES
DAVID HERNANDEZ-JORCANO, SECRETARY,TREASURER,	50% SHARES

HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

### **ARTICLE X -CALLING OF SPECIAL MEETINGS-**

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

### **ARTICLE XI -SHAREHOLDER QUORUM & VOTING-**

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLE TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

**ARTICLE XII -SHAREHOLDERS MEETING REQUIRED-**

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

**ARTICLE XIII -MANAGEMENT OF CORPORATION BY SHAREHOLDERS-**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE XIV -POWERS-**

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

**ARTICLE XV -MEETINGS BY TELEPHONE CONFERENCE-**

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

**ARTICLE XVI -ACTION BY SHAREHOLDERS WITHOUT A MEETING-**

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

**ARTICLE XVII -DIVIDENDS-**

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

**ARTICLE XVIII -INDEMNIFICATION-**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XIX -AMENDMENT-**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

**ARTICLE XX -NOTICE-**

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS:

2846 PALM AVENUE HIALEAH, FL 33012

**ARTICLE XXI -INITIAL DIRECTORS AND OFFICERS-**

THIS CORPORATION SHALL HAVE TWO DIRECTORS, THEIR NAMES AND ADDRESSES ARE AS FOLLOWS:

GISELA HERNANDEZ-JORCANO  
8325 GRAND CANAL DRIVE  
MIAMI, FL 33144

DAVID HERNANDEZ-JORCANO  
8325 GRAND CANAL DRIVE  
MIAMI, FL 33144

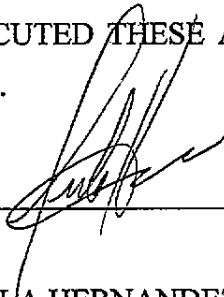
**ARTICLE XXII -PRINCIPAL OFFICE ADDRESS-**

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

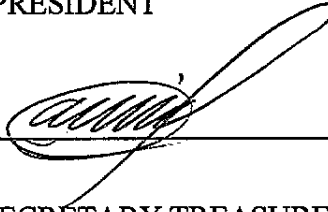
2846 PALM AVENUE HIALEAH, FL 33012

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 3<sup>RD</sup> DAY OF JULY ,2000.



\_\_\_\_\_  
GISELA HERNANDEZ-JORCANO, PRESIDENT



\_\_\_\_\_  
DAVID HERNANDEZ-JORCANO, SECRETARY, TREASURER

FILED  
00 JUL -6 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

FIRST: MESON LA GUITARRA, 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 GISELA HERNANDEZ-JORCANO  
LOCATED AT 2846 PALM AVENUE HIALEAH, FL 33012 ITS AGENT TO  
ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE

Corporate Officer  
PRESIDENT

TITLE

DATE

07/03/2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED 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

Resident Agent

DATE

07/03/2000