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From: Account Name : RITA SALCINES  
Account Number : 075350000406  
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FLORIDA PROFIT CORPORATION OR P.A.

NEW DOWNTOWN CAFE, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Katharine Harris  
Secretary of State

August 11, 2000

RITA SALCINES

SUBJECT: NEW DOWNTOWN CAFE, INC.  
REF: W00000019922

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ARTICLES OF INCORPORATION  
NEW DOWNTOWN CAFÉ, INC.

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

ARTICLE ONE:

The name of this corporation is: NEW DOWNTOWN CAFÉ, INC.

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is FIVE HUNDRED (500) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is:

194 S.E. 1<sup>ST</sup> AVENUE  
MIAMI, FLORIDA 33131

and the name and address of the Registered Agent of this corporation is:

YOLANDA ARANZAZU  
194 S.E. 1<sup>ST</sup> AVENUE  
MIAMI, FLORIDA 33131

ARTICLE SIX:

This corporation shall have two (2) director to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

YOLANDA ARANZAZU - PRESIDENT  
194 S.E. 1<sup>ST</sup> AVENUE  
MIAMI, FLORIDA 33131

This document prepared by Rita Saleines (305) 443-1872  
2827 SW 18 Street, Miami, Florida 33145

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LUCILA BERNAL – VICE PRESIDENT, SECRETARY/TREASURER  
194 S.E. 1<sup>ST</sup> AVENUE  
MIAMI, FLORIDA 33131

ARTICLE SEVEN:

The names and addresses of the Incorporators of this corporation, who are the persons signing these Articles are:

YOLANDA ARANZAZU  
194 S.E. 1<sup>ST</sup> AVENUE  
MIAMI, FLORIDA 33131

LUCILA BERNAL  
194 S.E. 1<sup>ST</sup> AVENUE  
MIAMI, FLORIDA 33131

ARTICLE EIGHT:

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

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of August, 2000.

*Yolanda Aranzazu*  
\_\_\_\_\_  
YOLANDA ARANZAZU, PRESIDENT

*Lucila Bernal*  
\_\_\_\_\_  
LUCILA BERNAL, VICE PRESIDENT  
SECRETARY/TREASURER

STATE OF FLORIDA)  
                                  ss  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared YOLANDA ARANZAZU and LUCILA BERNAL, known to be the persons described as the incorporators in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 10<sup>th</sup> day of August, 2000.

*Rita Salcines*  
\_\_\_\_\_  
Notary Public – State of Florida

My Commission Expires:



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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: **NEW DOWNTOWN CAFE, INC.**

2. The name and address of the registered agent and office is:

**YOLANDA ARANZAZU  
194 S.E. 1<sup>ST</sup> AVENUE  
MIAMI, FLORIDA 33131**

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**TALLAHASSEE, FLORIDA**

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

Signature:   
**YOLANDA ARANZAZU**

Date: **August 10<sup>th</sup>, 2000**

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