

PO00000103809

Requester's Name

VICTOR M CANALES
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JACKSONVILLE FL 32223-1990

City/State/Zip

Phone #

Office Use Only

FILED
00 NOV -3 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FL 32304

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

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

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-11/03/00-01070-012
*****70.00 *****70.00

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

11-6
WEC

ARTICLES OF INCORPORATION
OF

MARITZA'S CUBAN BAKERY OF JAX BEACH, INC.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the applicable laws of the State of Florida, adopt the following Articles of Incorporation for such Corporation:

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is MARITZA'S CUBAN BAKERY OF JAX BEACH, INC.

ARTICLE II

The principal office in the State of Florida is to be located at 4417 Kennedy Ct Jacksonville, FL 32207 and its resident agent is Orestes S. Dominguez - 4417 Kennedy Ct Jacksonville, FL 32207.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The nature of the business and the objects and purposes.. to be transacted, promoted and carried on are to do any of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world under the laws of the State of Florida, including, with out limiting the generality of the foregoing, viz.:

To Purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property within or without the State of Florida.

To manufacture, purchase, or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, exchange, transfer or in any manner dispose of, and to invest, deal and trade in and with goods, wares, merchandise and

personal property of any and every class and description, within or without the State of Florida.

To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this corporation, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property to be purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, or other evidences of indebtedness created by other corporations and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

To purchase or otherwise acquire, apply for, register, hold, use, sell, or in any manner dispose of and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trade-marks, trade names, rights and licenses secured under letters patent, copyrights or otherwise.

To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.

To borrow money for any of the purposes of the corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bill of exchange, warrants, bonds, debentures and other negotiables or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation at the time owned or thereafter acquired.

To purchase, hold, sell and transfer the shares of its capital stock.

To have one or more offices and to conduct any or all of its operations and business and to promote its objects, within or without the State of Florida, without restriction as to place or amount.

To carry on any other business in connection therewith.

To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

The objects and purposes specified herein shall be regarded as independent objects and purposes and, except where otherwise expressed, shall be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Florida.

ARTICLE V

The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) share of common stock, all of which shares shall be with a par value stock of \$1.00 per share.

ARTICLES VI

The total number of shares of stock which this corporation is authorized to issue is without preferences, qualifications, limitation, restrictions and special or relative rights in respect to the shares.

ARTICLE VII

Except as otherwise provided by statute, any action which might have been taken by a vote of the stockholders of the corporation at a meeting thereof any be taken with the written consent of stockholders who would have been entitled to vote upon the action if a meeting had been held and who are the holders of not less than the minimum percentage of the voting stock required by statute to authorize such action by vote; provided that prompt notice shall be given to all stockholders of the taking of such corporate action without a meeting if less than unanimous written consent shall have been obtained.

ARTICLE VIII

Election of directors need not be by ballot unless the By-Laws of the corporation shall so provide. Any director may be removed from office either with or without cause at any time by the affirmative vote of stockholders of record holding a majority of the outstanding shares of the stock of the corporation entitled to vote, given at a meeting of the stockholders

called for that purpose, and the vacancy thereby caused may be filled by such stockholders at such meeting.

ARTICLE IX

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, the By-Laws of the corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal By-Laws made by the Directors.

ARTICLE X

The incorporators of the corporation are:

Maritza C. Lopez - President 51%

Heriberto M. Ramos-V.P. 49%

Oreste S. Dominguez- Sec

whose mailing addresses are:

4417 Kennedy Ct Jacksonville, Fl 32207

2749 Dean Rd Jacksonville, Fl 32216

4417 Kennedy Ct Jacksonville, Fl 32207

respectively.

The powers of the incorporators are to terminate upon the filing of this Certificate of Incorporation. The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Maritza C. Lopez- 4417 Kennedy Ct Jacksonville, Fl 32207

Heriberto M. Ramos- 2749 Dean Rd Jacksonville, Fl 32207

Oreste S. Dominguez- 4417 Kennedy Ct Jacksonville, FL 32207

