

# PD1000070267

## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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

## FLORIDA PROFIT CORPORATION OR P.A.

### K & V DELI CORPORATION

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 16, 2001

FAS-T

SUBJECT: K & V DELI CORPORATION  
REF: W01000016350

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ARTICLES OF INCORPORATION  
OF  
K & V DELI CORPORATION

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, Declare:

ARTICLES I: NAME

The name of this Corporation shall be: K & V DELI CORPORATION

ARTICLE II: Authorized Shares

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock, and which common stock shall have a par of \$1.00 (one dollar) per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE III: Terms of Corporate Existence

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV: Registered Office and Agent

In Pursuance of Chapter 607.34 Florida Statutes, the Following is submitted, in compliance with said Act:

First-That K & V DELI CORPORATION desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Miami-Dade, State of Florida had named IGNACIO RUIZ Located at 233 80th street, #2, Miami Beach, FL 33141 as its agent to accept service of process within this state.

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Ignacio Ruiz*  
IGNACIO RUIZ  
Registered Agent

PREPARED BY:  
HORTA ACCOUNTING  
275 FOUNTAINEBLEAU BLVD.  
SUITE 160-A  
MIAMI, FL 33172

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**ARTICLE V: Principal Place of Business**

The principal place of business and address is the following:

233 80<sup>TH</sup> STREET  
MIAMI BEACH, FL 33143

**ARTICLES VI: Directors**

The business of the corporation shall be managed by the Board of Directors. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have one (1) director(s) initially.

The name and address of the initial Directors of this Corporation are:

|                  |                |                                                          |
|------------------|----------------|----------------------------------------------------------|
| IGNACIO RUIZ     | PRESIDENT      | 233 80 <sup>TH</sup> STREET, #2<br>MIAMI BEACH, FL 33141 |
| LILIANA VALENCIA | VICE PRESIDENT | 233 80 <sup>TH</sup> STREET, #2<br>MIAMI BEACH, FL 33141 |

The name and address of the incorporators and subscribers hereto is as follows:

|                  |            |                                                          |
|------------------|------------|----------------------------------------------------------|
| IGNACIO RUIZ     | 50% SHARES | 233 80 <sup>TH</sup> STREET, #2<br>MIAMI BEACH, FL 33141 |
| LILIANA VALENCIA | 50% SHARES | 233 80 <sup>TH</sup> STREET, #2<br>MIAMI BEACH, FL 33141 |

Every incorporator, director and every office of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being of having been a director or officer of the corporation, or willful misfeasance in the performance of his duties; provided that in the event of settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement and reimbursement as being for the best interest of the corporation. The

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foregoing right of indemnification shall be in addition to and not exclusive off all other rights to which such director or office may be entitled.

## ARTICLE VII

### BYLAWS

Were not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings. In witness whereof, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 16 day of July, 2001.

  
IGNACIO RUIZ  
PRESIDENT

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