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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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01 JUL 20 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

1. TLC GRILLERS CORP., a FLORIDA CORPORATION
(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

RECEIVED
01 JUL 20 PM 12:09
DIVISION OF CORPORATION

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

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*****78.75 *****78.75

Examiner's Initials

ARTICLES OF INCORPORATION

OF

TLC GRILLERS CORP., a Florida corporation

A PROFIT CORPORATION

The Undersigned, desiring to form a Profit Corporation in accordance with Chapter 607, Florida Statutes, entitled Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

**Article I
NAME**

The name of the corporation is TLC GRILLERS CORP., a Florida corporation.

**Article II
PURPOSE**

The purpose for which the Corporation is organized shall be to engage in and carry on any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**Article III
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is One Thousand (1000), all of which shall be common stock having a par value of One Dollar (\$1.00) per share.

**Article IV
CAPITALIZATION**

The amount of capital with which the corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

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**Article V
DURATION**

The term of existence of the corporation is perpetual unless sooner dissolved according to law, and its existence shall commence upon filing.

**Article VI
PRINCIPAL OFFICE**

The initial street address of the corporation's principal office is:

7295 W. 15 Avenue
Hialeah, Florida 33014

The initial mailing address of the corporation is:

PO Box 4721
Miami Lakes, Florida 33014

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is:

Kevin L. Deeb
2350 Coral Way, Suite 401
Miami, Florida 33145-3536

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the Corporation shall consist of TWO (2) members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's bylaws.

The names and addresses of the initial directors of the first board of directors are:

Luis G. Gonzalez

Augusto R. Casamayor

The initial directors shall hold office until his successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX OFFICERS

The officers of the corporation, until their successors are elected pursuant to the By-Laws of the corporation, are:

President:	Christine Gonzalez
Secretary and Chief Financial Officer:	Augusto R. Casamayor
Chief Executive Officer:	Luis G. Gonzalez

ARTICLE X REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

2350 Coral Way, Suite 401
Miami, Florida 33145-3536

The name of the registered agent at such address is:

Kevin L. Deeb, Esquire

ARTICLE XI PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE XII CORPORATE POWERS

The Corporation shall have all the rights and powers now or hereafter conferred on profit corporations by the laws of the State of Florida.

ARTICLE XIII BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XIV DISSOLUTION

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XV INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XVI REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XVII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 19th day of July, 2001.

Kevin L. Deeb, Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

ON THIS 19th day of July, 2001, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared Kevin L. Deeb, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained, and presented a Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last aforesaid.

My Commission Expires:

Notary Public
State of Florida

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

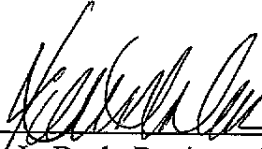
Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is TLC GRILLERS CORP., a Florida corporation.
2. The name of the registered agent is KEVIN L. DEEB, ESQUIRE,
3. The address of the registered agent/registered office is 2350 CORAL WAY, SUITE 401, MIAMI, FLORIDA 33145-3536.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

7/19/01
Date

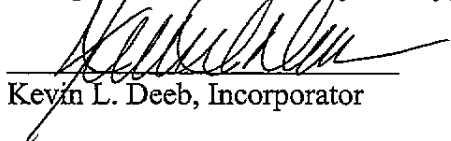


Kevin L. Deeb, Registered Agent

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RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 19th day of July, 2001.



Kevin L. Deeb, Incorporator

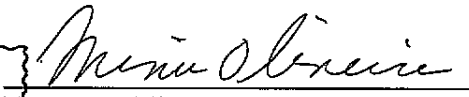
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

ON THIS 19th day of July, 2001, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared Kevin L. Deeb, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained, and presented a Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last aforesaid.

My Commission Expires:





Notary Public
State of Florida

Preparer: Kevin L. Deeb, Esquire
 DEEB & DEEB, P.A.
 2350 Coral Way
 Suite 401
 Miami, Florida 33145-3536
 (305)854-7978

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TALLAHASSEE FLORIDA