

P02000059466

## Florida Department of State

Division of Corporations

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## To:

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## From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.  
Account Number : 076150002103  
Phone : (305) 358-5900  
Fax Number : (305) 358-9490

02 MAY 29 AM 6:59

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## FLORIDA PROFIT CORPORATION OR P.A.

Ponce  
~~PRIME~~ RESTAURANTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

W-15386

MAY-29-2002 WED 04:00 PM Murai Wald Biondo

FAX NO. 305 358 9490

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 29, 2002

MURAI WALD BIONDO ET AL

*Ponce*  
SUBJECT: ~~PRIME~~ RESTAURANTS, INC.  
REF: W02000015386

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 245-6904.

Freida Chesser  
Corporate Specialist  
New Filings Section

FAX Aud. #: H02000144533  
Letter Number: 702A00034407

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ARTICLES OF INCORPORATION

OF

PONCE RESTAURANTS, INC.

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

ARTICLE I

NAME

The name of the corporation shall be **PONCE RESTAURANTS, INC.**

ARTICLE II

PRINCIPAL OFFICE ADDRESS

The street address and mailing address of the initial principal office of the corporation in the State of Florida is: 25 S.E. 2<sup>ND</sup> Avenue, Suite 900, Miami, Florida 33131.

THIS INSTRUMENT PREPARED BY:

Rene V. Murai

FL Bar #: 122154

Murai Wald Biondo & Moreno P.A.

25 Southeast Second Avenue, Suite 900

Miami, Florida 33131

(305) 358-5900

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**ARTICLE III**

**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of common stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. There shall be no cumulative voting. Holders of common stock shall not have pre-emptive rights to subscribe to the corporation's securities.

**ARTICLE IV**

**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent of this corporation are:

Murai, Wald, Biondo & Moreno, P.A.  
900 Ingraham  
25 S.E. 2<sup>nd</sup> Avenue  
Miami, Florida 33131

**ARTICLE V**

**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are:

Murai, Wald, Biondo & Moreno, P.A.  
900 Ingraham  
25 S.E. 2<sup>nd</sup> Avenue  
Miami, Florida 33131

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ARTICLE VI

**BEGINNING OF CORPORATE EXISTENCE**

The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VII

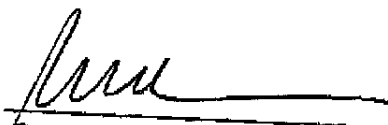
**NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any or all lawful business.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of May, 2002.

Murai, Wald, Biondo  
& Moreno, P.A.  
Incorporator

By:

  
Rene V. Murai

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CERTIFICATE OF REGISTERED AGENT  
OF

PONCE RESTAURANTS, INC.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That **PONCE RESTAURANTS, INC.** 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 Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 29th day of May, 2002.

MURAI, WALD, BIONDO  
& MORENO P.A.

By: [Signature]  
Name: Rene V. Murai  
Title: President

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