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AREA CODE 305

June 18, 2002

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-06/21/02--01069--025

\*\*\*\*122.50 \*\*\*\*\*78.75

Corporate Records Bureau  
Division of Corporations  
Dept. of State  
P. O. Box 6327  
Tallahassee, Fl. 32314

Re: Incorporation of: **MADELAINE'S CAFÉ, INC.**  
a Florida Corporation

FILED  
02 JUN 21 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

In connection with the above captioned matter, I am enclosing fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to my office, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very truly yours,

  
SHELDON R. ROSENTHAL

SRR/vh  
Enc.

BM 5/24

# Articles of Incorporation

of

## Madeline's Café, Inc.

FILED  
02 JUN 21 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WE, THE UNDERSIGNED, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

### ARTICLE I - NAME

The name of the Corporation shall be:

**MADELAINE'S CAFÉ, INC., a Florida corporation**

### ARTICLE II - PURPOSE

A. To carry on and engage in the operation of a cafeteria, café, restaurant, coffee shop facility for the preparation and sale of all types of foods and beverages and all other items related thereto and to do all other acts necessary thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

### **ARTICLE III - CAPITAL STOCK**

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

**FIFTY(50)** Shares of Common Stock, having no par value.

### **ARTICLE IV - POWERS**

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

### **ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

### **ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be:

12 Northwest 1<sup>st</sup> Street  
Miami, Florida 33130

### **ARTICLE VII - REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be **NELSON TORRES**, and the Registered Office shall be located at: 12 Northwest 1<sup>st</sup> Street, Miami, Florida 33130, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

### **ARTICLE VIII - OFFICERS AND MANAGEMENT**

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of

Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
NELSON TORRES	President & Vice President	12 Northwest 1 <sup>st</sup> Street Miami, FL 33130
MADELAINE TORRES	Secretary & Treasurer	12 Northwest 1 <sup>st</sup> Street Miami, FL 33130

#### **ARTICLE IX - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall consist of at least one (1 ), but not more than three (3) persons.

#### **ARTICLE X - INITIAL DIRECTOR OR DIRECTORS**

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
NELSON TORRES	12 Northwest 1 <sup>st</sup> Street Miami, FL 33130
MADELAINE TORRES	12 Northwest 1 <sup>st</sup> Street Miami, FL 33130

## **ARTICLE XI - INCORPORATOR OR INCORPORATORS**

The name and address of the incorporators subscribing to these Articles of Incorporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>NO. OF SHARES SUBSCRIBED</u></b>	<b><u>AMOUNT OF SHARES</u></b>
NELSON TORRES	12 Northwest 1 <sup>st</sup> Street Miami, FL 33130	25	\$250.00
MADELAINE TORRES	12 Northwest 1 <sup>st</sup> Street Miami, FL 33130	<u>25</u>	<u>\$250.00</u>
TOTAL		<u>50</u>	<u>\$500.00</u>

## **ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

## **ARTICLE XIII - VOTING RIGHTS**

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

**ARTICLE XIV - BYLAWS**

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hand and seal at Miami, Miami-Dade County, Florida, this 19 day of June, 2002.

 (SEAL)  
NELSON TORRES

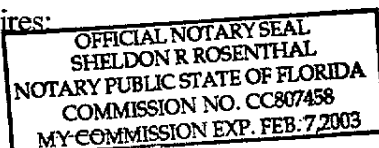
 (SEAL)  
MADELAINE TORRES

STATE OF FLORIDA )  
                                  ) ss  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 19 day of June, 2002, by NELSON TORRES and MADELAINE TORRES, personally known to me or who produced as identification and who did (did not) take an oath.

  
Notary Public, State of Florida at Large

My Commission Expires:



**CERTIFICATE ACCEPTING DESIGNATION**  
**AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of  
MADELAINE'S CAFÉ, INC., a Florida Corporation, and agree to serve as it Registered Agent,  
to accept service of process within the State at its Registered Office located at:

12 Northwest 1<sup>st</sup> Street  
Miami, FL 33130

  
NELSON TORRES, *Registered Agent*

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