

P03000054347

(Requestor's Name)

El Bodega de las Mercedes, Inc.
7921 NW 53 ST.
EL DORAL, FL. 33166

(City/State/Zip/Phone #)

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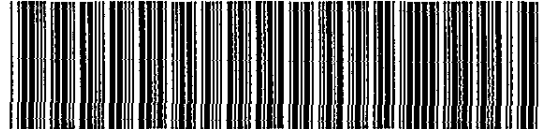
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FILED
03 MAY -9 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Articles of Incorporation
of
El Bodegon De Las Mercedes, Inc.**

FILED
03 MAY -9 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the laws of Florida, hereby adopt the following articles of incorporation.

Article I. Corporate Name

The name of the corporation is: El Bodegon De Las Mercedes, Inc.

Article II. Nature of Business and Powers

The general nature of this business to be transacted by this corporation is to engage in any and all business permitted under law of the State of Florida in. the restaurant, food preparation, retail sales, and entertainment fields.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One thousand Five Hundred (1,500) shares of common stock having a par value of One dollar (\$1.00) per share.

Article IV. Term of Existence

This corporation shall have perpetual existence commencing upon the filing of these articles.

Article V. Principal Address

The principal address of the corporation shall be:

7368 SW 80 ST Plaza #267
Miami, FL 33143

Article VI. Registered Agent

Name: Luis F. Gonzalez
Address: 7368 SW 80 ST Plaza #267
Miami, FL 33143

Article VII. Initial Board of Directors

This corporation shall have Two Directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than One (1). The names and addresses of the initial directors of the corporation are as follows:

Luis F Gonzalez
7368 SW 80 ST Plaza #267
Miami, FL 33143

Evica A. Diaz
16950 North Bay Rd. #715
Sunny Isles, FL 33160

Article VIII. Indemnification

This corporation shall indemnify any Officer or Director, or any former officer or Director, to the fullest extent permitted by law.

Article IX. Amendment

These Articles of Incorporation may be amended in the manner provided by law.

Article X. Transfer of Stock

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares of the corporation at the net asset value thereof. Such offer shall be in writing signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make a satisfactory arrangement for the purchase of such shares, the stockholder shall have the right to dispose of his/her shares as he/she may see fit.

Article XI. Incorporators

The name and address of the persons signing these articles of incorporation as incorporators are as follows:

Luis E. Gonzalez
7368 SW 80 ST Plaza #267
Miami, FL 33143

Evica A. Diaz
16950 North Bay Rd. #715
Sunny Isles, FL 33160

Executed by the undersigned at Miami, Florida on May2, 2003.



Luis E. Gonzalez

Evica A. Diaz

State of Florida
County of Dade

Certificate and Acknowledgement of Registered Agent

El Bodegon De Las Mercedes, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

The above corporation, desiring to organize or qualify under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at

**7368 SW 80 ST Plaza #267
Miami, FL 33143**

Has named Luis Gonzalez, as its registered agent to accept service of process within Florida.

Acknowledgment

Having been named registered agent to accept service in process for the above-stated corporation at the place designated in this certificate, Luis Gonzalez hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


Luis Gonzalez

Date: 05-02-03

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03 MAY -9 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA