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(Requestor's Name)

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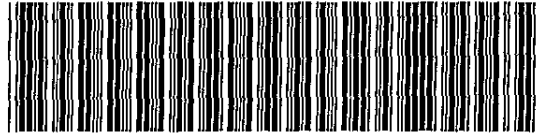
(Business Entity Name)

(Document Number)

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103 OCT 16 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 10/16

DARLINY DAVILA  
761 S.E. First Street  
Hialeah, Florida 33010

August 26, 2003

Florida Department of State  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

RE: Leo's Café, Inc.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for the above named Florida Corporation. Also enclosed is my check in the amount of \$78.50 representing payment of the filing fee, certified copy fee and registered agent fee.

If the name is not available, please call me at 786-223-3971, otherwise please file same and forward a copy to my attention. Thanking you in advance for your prompt attention to this matter.

Very truly yours,



Darlincy Davila  
761 S.E. First Street  
Hialeah, Florida 33010

/dd



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 8, 2003

DARLINY DAVILA  
761 S.E. FIRST STREET  
HIALEAH, FL 33010

SUBJECT: LEO'S CAFE, INC.  
Ref. Number: W03000025572

We have received your document for LEO'S CAFE, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan  
Document Specialist  
New Filings Section

Letter Number: 203A00049895

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03 OCT 16 AM 10:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF:  
LEO'S CAFÉ AT SKYLAKE INC  
1380 Miami Gardens Drive  
First Floor - Suite #170  
North Miami Beach, Florida 33179**

**ARTICLE I - NAME**

The name of this corporation is: LEO'S CAFÉ, AT SKYLAKE INC

**ARTICLE II - DURATION**

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

**ARTICLE III - PURPOSE**

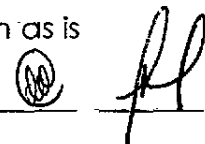
This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 (One Thousand) shares at \$1.00 (One Dollar) per value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is



determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services virtually performed for the corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid.

#### **ARTICLE V - RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase this prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:  
1380 Miami Gardens Drive, North Miami Beach, Florida, 33179 and the

name of the initial registered agent of this corporation at that address is:

Darliny Davila.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have Two (2) Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws but shall never be less than One (1).

#### **ARTICLE VIII - INITIAL DIRECTORS AND SHARES**

The name and social security number of each of the members of the initial Board of Directors of this corporation is:

Name	Title	Social Security	Ownership	Address
Jose Leonel Magrinat	President	[REDACTED]	50%	1380 Miami Gardens Drive, First Floor Suite #170 North Miami Beach, Florida 33179
Darliny Davila	Treasurer and Secretary	[REDACTED]	50%	1380 Miami Gardens Drive, First Floor Suite #170 North Miami Beach, Florida 33179

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify and hold harmless any person who shall serve at any time hereafter as Director or Officer of the corporation.

and any person who serves at the request of this corporation, as a director or officer from and against any and all claims and liabilities.

#### **ARTICLE X - REMOVAL OF DIRECTOR**

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holder of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

#### **ARTICLE XI - INCORPORATORS**

The name and street address of each subscriber of these Articles of Incorporation are:

Jose Leonel Magrinat . . . . . 1380 Miami Gardens Drive  
First Floor - Suite #170  
North Miami Beach, Florida 33179

Darliny Davila . . . . . 1380 Miami Gardens Drive  
First Floor - Suite #170  
North Miami Beach, Florida 33179

#### **ARTICLE XII - BY LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be voted by the Board of Directors, By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made

by them that such By-Laws shall not be altered or repealed by the Board of Directors.

#### **ARTICLES XIII - POWERS**

This corporation shall have all powers necessary or convenient to effect its purposes and enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

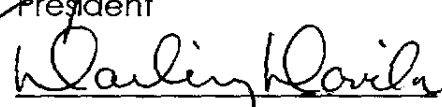
#### **ARTICLE XIV - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting a majority of the Stock entitled to vote thereon.

**IN WITNESS WHEREOF**, the undersigned subscribers have executed these Articles of Incorporation this 21<sup>st</sup> day of August 2003.

  
\_\_\_\_\_  
Jose Leonel Magrinat  
President

8/21/03  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Darlany Davila  
Secretary Treasurer

8/21/03  
\_\_\_\_\_  
Date



STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County as set forth above, personally appeared Darliny Davila and Jose Leonel Magrinat known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed these Articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21 day of August, 2003.

Caridad Sensat  
Notary Public  
State of Florida at Large



Seal:

~~Personally~~ Known

ID for Darliny Davila: Florida Driver's License n/a

ID for Jose Leonel Magrinat: Florida Driver's License n/a

fl

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

AT SKYLAKE INC

First: That LEO'S CAFE / desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named Darlincy Davila located at 1380 Miami Gardens Drive, First Floor, North Miami, Florida, 33179, Miami, Miami-Dade County, Florida as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated 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.

Darlincy Davila  
Darlincy Davila,  
Registered Agent

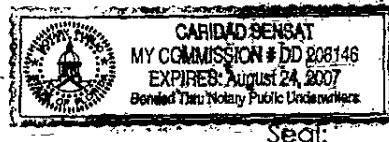
8-21-03  
Date

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County as set forth above, personally appeared Darlincy Davila known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed these Articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21<sup>st</sup> day of August, 2003.

Caridad Sensat  
Notary Public  
State of Florida at Large



Seal:

Personally Known  
ID for Darlincy Davila: Florida Driver's License n/a

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 OCT 16 AM 10:29

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