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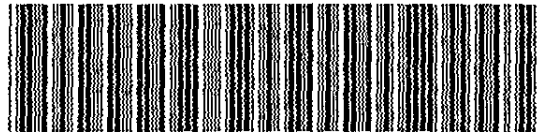
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: EL POTRO MEXICAN RESTAURANT #39, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: ROSARIO V. BELLO c/o EL POTRO RESTAURANT  
Name (Printed or typed)

7445-10 103<sup>rd</sup> ST.  
Address

JACKSONVILLE, FL 32210  
City, State & Zip

(912) 691-1122  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION  
OF  
EL POTRO MEXICAN RESTAURANT #39, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida in Compliance with Chapter 607 and/or Chapter 621, F.S. (Profit).

**ARTICLE I – NAME**

The name of the corporation shall be:  
**El Potro Mexican Restaurant #39, Inc.**

**ARTICLE II – INITIAL PRINCIPAL OFFICE**

**El Potro Mexican Restaurant #39, Inc.  
C/O El Potro Mexican Restaurant  
7445-10 103<sup>rd</sup> Street  
Jacksonville, FL 32210**

**ARTICLE III – DURATION**

**This corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This corporation shall exist perpetually.**

**ARTICLE IV – PURPOSE**

**This corporation is organized for the following Purposes:**

**The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes Section 607.0302, et. seq., as amended, and the doing of all lawful things related thereto.**

## **ARTICLE V – CAPITAL STOCK**

This corporation is authorized to issue 1,000 (1,000) shares of 01/100 Dollar (\$.01) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as “NONVOTING” by a resolution recorded in the corporation’s minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

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

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

Rosario V. Bello  
7445-10 103<sup>rd</sup> Street  
Jacksonville, FL 32210

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

This corporation shall have three (3) 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). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all additional powers and duties conferred to or imposed upon the board of directors, shall be by resolution of the shareholders.

The name and address of the initial directors are:

Raymundo C. Jaime  
P O Box 60691  
Savannah, GA 31420

Rosario V. Bello  
7445-10 103<sup>rd</sup> Street  
Jacksonville, FL 32210

Martin Gonzales Garcia  
1893 Bel Haven Dr.  
Orange Park, FL 32065

### **ARTICLE VIII – RESTRAINT ON TRANSFER OF SHARES**

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

### **ARTICLE IX – INCORPORATOR**

The name and address of the person signing these articles is:

Rosario V. Bello  
7445-10 103<sup>rd</sup> Street  
Jacksonville, FL 32210

### **ARTICLE X – INDEMNIFICATION**

The corporation shall indemnify and present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

### **ARTICLE XI – BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any Bylaws of the corporation adopted by the shareholders if the shareholders provide that the Bylaws of the corporation shall not be altered, amended or repealed by the board of directors.

### **ARTICLE XIII – AMENDMENT**

The shareholders reserve the right to alter, amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto. These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 15<sup>th</sup> day of October 2003.

Rosario V. Bello  
Rosario V. Bello

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**


Pursuant to Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

El Potro Mexican Restaurant #39, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the county of Duval, State of Florida, has named as its agent to accept service of process within this state:

Rosario V. Bello  
74~~4~~510 103<sup>rd</sup> Street  
Jacksonville, FL 32210

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the said Act.

  
\_\_\_\_\_  
Rosario V. Bello

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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