

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.**

**alarolla cafe restaurant, inc.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
ALAROLLA CAFE RESTAURANT, INC.  
FILED  
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TALLAHASSEE, FLORIDA  
DEC-02-2003 11:35

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is ALAROLLA CAFE RESTAURANT, and the address is 1001 SW 67<sup>TH</sup> West Miami, Florida 33144.

**ARTICLE II - DURATION**

The corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of purchasing, preparing, selling and distributing food as well as food products and Beverages for profit. Furthermore, the above corporation is organized to conduct any and all other lawfully related business.

**ARTICLE IV - STATED CAPITAL**

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) 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. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued thereof, 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. Shares may not be issued until the full amount of the consideration thereof, has been paid. Thereafter, such shares shall be deemed to be fully paid and non assessable.

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#### ***ARTICLE V - BOARD OF DIRECTORS***

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 powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation. The names and street addresses of the initial Director who shall hold office until his successor(s), who shall be chosen at the first meeting of stockholders as qualified shall be:

NAME	ADDRESS
Rosaida Ocejo	17341 SW 119 <sup>th</sup> Court, Miami, FL. 33177
Manuel Hernandez	17341 SW 119 <sup>th</sup> Court, Miami, FL. 33177

#### ***ARTICLE VI - INDEMNIFICATION***

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

#### ***ARTICLE VII - BY-LAWS***

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

#### ***ARTICLE VIII - AMENDMENT***

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The name and address of the subscribers to these Articles of Incorporation are Rosaida Ocejio and Manuel Hernandez, 17341 SW 119<sup>th</sup> Court, Miami, FL 33177

The street address of the initial registered agent of the corporation is 9155 South Dadeland Boulevard , Suite 1412, Miami, FL 33156 and the name of the initial registered agent at that address is Stephen T. Millan.

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incorporation on this 15<sup>th</sup> day of December, 2003.

Rosaida Ochoa  
Rosaida Ochoa

STATE OF FLORIDA )  
 ) ss  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and acknowledgments, personally appeared Rosaida Ocejo, who, after being duly sworn, and who produced FD-20 0220-720-71-913-1 as identification, or who is personally known to me, executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein intended.

Sworn to and subscribed before me this 1<sup>st</sup> day of December, 2003.

NOTARY PUBLIC:

My Commission Expires: \_\_\_\_\_

Accepted -  
(Sign)

MARIA CEPEDA  
(Print)



Maria Carolina Cepeda  
Concepcion # 10000000  
Expires July 2, 2006  
Unoded Thru  
Atlantic Handling Co., Inc

**ALAROLLA CAFÉ RESTAURANT, INC.**

The above corporation, desiring to organize under the Laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation, at 9155 South Dadeland Boulevard, Suite 1412 Miami, Florida 33156, has named Stephen T. Millan, located at the aforesaid address, as its Registered Agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.

Stephen T. Millan,

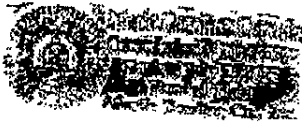
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STATE  
FLORIDA

Sworn to and subscribed before me this 1st day of December, 2003.

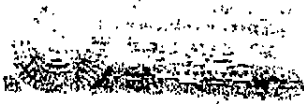
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My Commission Expires:



Accepted -  
(Sign)  
Maria C. Cepeda  
(Name)

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