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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

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

**V & N RESTAURANTS, INC.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION OF  
V & N Restaurants, Inc.**

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of the corporation is V. & N Restaurants, Inc.

**ARTICLE TWO**

Corporate existence is perpetual.

**ARTICLE THREE**

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR**

The corporation shall have the authority to issue 500 shares, all in one class, \$1.00 per value.

**ARTICLE FIVE**

The address of its initial registered office in 1320 S. Dixie Highway, Suite 1045, Coral Gables, FL 33146 and the name of its initial registered agent is Alan K. Marcus, Esquire. The initial Registered Agent who by his signature below accepts this appointment of Registered Agent for service of process on this corporation.

  
As Registered Agent

The principal office and mailing office of the corporation shall be 1973 S.W. 17<sup>th</sup> Court, Miramar, FL 33025.

**ARTICLE SIX**

The number of directors constituting the initial Board of Directors are two (2), whose name and address is:

Nilly O. Bello	Owner/President
Orlaida Munoz	Secretary/Treasurer.

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ARTICLE SEVEN

The name and address of the incorporator is Nilly O. Bello.

ARTICLE EIGHT

Preemptive Rights shall be as follows: Subject to the restrictions of the Florida General Corporation Act, the holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

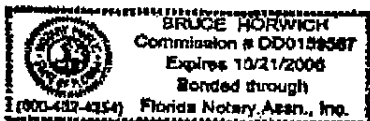
Dated this 12 day of February, 2004.

  
Nilly O. Bello

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, personally appeared Nilly O. Bello, X who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this 12 day of February 2004.



  
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