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

**r.v. corporation**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 19, 2004

EMPIRE CORPORATE KIT COMPANY

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H04 000 107555  
ARTICLES OF INCORPORATION

04 MAY 19 AM 9:07

OF

VILA'S PROPERTIES, INC.

TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the Corporation is VILA'S PROPERTIES, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to operate restaurants and cafes of all kinds, to manufacture, create, and generally deal in all kinds of food, food stuffs, and food products, and any and all related services, and to manufacture, buy, sell, and otherwise deal in food related products necessary or useful in such occupation, and to engage in any other lawful activities within the purposes for which corporations may be organized under the Florida Business Corporation Act.

The corporation shall exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and with principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

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 (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

Articles prepared by:  
Sylvia Alarcon Sparler, Esq.  
Florida Bar No. 900974  
4200 South Dixie Highway  
West Palm Beach, FL 33405  
(561) 655-9400

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#### **ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

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

The initial Registered Agent and the street address of the corporation in the State of Florida shall be:

Ramon E. Vilarino  
502 Military Trail  
West Palm Beach, FL 33415

#### **ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE**

The initial principal office of the corporation shall be at 858 South Federal Highway, Stuart, FL 34994. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

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

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one (1).

#### **ARTICLE VIII - INITIAL DIRECTORS**

The names of the initial directors of this corporation and their street address is:

Ramon E. Vilarino, 502 Military Trail, West Palm Beach, Florida 33415

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE IX - INITIAL OFFICERS**

The names of the initial officers of this corporation and their street address

Ramon E. Vilarino, President, Treasurer and Secretary, 502 N. Military Trail, West Palm Beach, FL 3315.

The persons named as initial officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE X - INCORPORATOR**

The name and street address of the individual signing these Articles of Incorporation as the Incorporators are:

Ramon E. Vilarino  
502 North Military Trail  
West Palm Beach, FL 33415

**ARTICLE XI - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

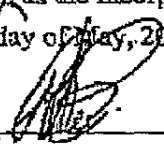
**ARTICLE XII - CONFLICT OF INTEREST**

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

**ARTICLE XII - AMENDMENT**

The 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 by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 17<sup>th</sup> day of May, 2004.

  
\_\_\_\_\_  
RAMON E. VILARINO

STATE OF FLORIDA)  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared, RAMON E. VILARINO to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at West Palm Beach, Florida this 17<sup>th</sup> day of May, 2004



JOHANNA LOPEZ  
MY COMMISSION # DD 170888  
EXPIRES: December 9, 2008  
Bundled Time Budget History Services

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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**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 Sec. 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That **VILA'S PROPERTIES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at West Palm Beach, Palm Beach County, Florida, has named **RAMON E. VILARINO**, 502 North Military Trail, West Palm Beach, Florida 33415, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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

  
\_\_\_\_\_  
RAMON E. VILARINO

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