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EFFECTIVE DATE  
10/24/2004

SECRETARY OF STATE  
TALLAHASSEE, FL 32304

04 OCT -7 AM 11:39

FILED

TH 10/7/04

*Robert G. Gargiulo*  
Attorney at Law  
Suite C -4  
4301 32nd Street West  
Bradenton, FL 34205

*Admitted*  
*Florida New York*

*Phone (941) 753-0302*  
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October 5, 2004

State of Florida  
Department of State  
Division of Corporations  
Attn: New Filings Section  
P.O. Box 6327  
Tallahassee, FL 34314

Re: Incorporation of Santa Fe Sunrise Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of a certificate of incorporation for filing by your Department. Also enclosed is my check for \$70.00 for filing fees.

Please call me if there is any problem with filing these certificates of incorporation. In addition, any correspondence regarding the filing the certificate of incorporation should be addressed to the undersigned.

Thank you for your cooperation.

Sincerely,

  
Robert G. Gargiulo

encl 3

**EFFECTIVE DATE**  
10/04/2004

**ARTICLES OF INCORPORATION  
OF  
Santa Fe Sunrise Inc.**

**FILED**

**04 OCT -7 AM 11:39**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

The undersigned, Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State Of Florida.

**Article 1**

The name of the Corporation shall be Santa Fe Sunrise Inc.

**Article 2**

The principal place of business and mailing address of the Corporation is 2586 4<sup>th</sup> Street East, Bradenton, Florida 34208.

**Article 3**

The maximum number of shares of stock that this Corporation is authorized to have outstanding is one thousand (1,000) shares of one class of stock with one dollar par value.

**Article 4**

The Board of Directors may authorize the issuance of all or any portion of the corporation's shares without certificates.

**Article 5**

The name and address of the initial registered agent is:

Maria G. Govea Ruiz  
2586 4<sup>th</sup> Street East  
Bradenton, Florida 34208

The Board of Directors may from time to time move the office of the registered agent to any other address in the State of Florida.

**Article 6**

The name and address of the incorporator to these Articles of Incorporation is:

Maria G. Govea Ruiz  
2586 4<sup>th</sup> Street East  
Bradenton, Florida 34208

#### **Article 7**

The general nature of the business to be transacted by this Corporation is: to operate restaurants and bars; and, to engage in any and all other business purposes not prohibited by the Laws of the State of Florida.

#### **Article 8**

This Corporation shall initially have one (1) director. The number of Directors may be increased or diminished from time to time according to the by-laws adopted by the Stockholders, but shall never be less than one (1).

#### **Article 9**

The name and address of the member of the initial Board of Directors is:

Maria G. Govea Ruiz  
4232 Cortez Road West  
Bradenton, Florida 34205

#### **Article 10**

Every amendment must be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and at a stockholders' meeting approved by a majority of stockholders entitled to vote thereon unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **Article 11**

Each shareholder shall have preemptive rights only in the portion of the shares being issued or sold by the corporation from time to time in the proportion that the number of shares then held by the shareholder bears to the total number of shares then outstanding. Each shareholder shall also have, on an equal basis with other shareholders, preemptive rights on any shares being issued or sold which were not purchased by other shareholders holding preemptive rights.

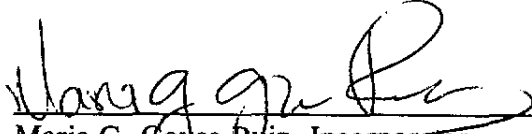
#### **Article 12**

This Corporation elects not to be governed by the provisions of Florida Statute 607.0901 dealing with affiliated transactions.

#### **Article 13**

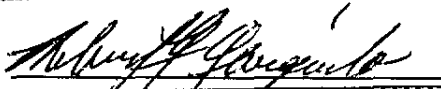
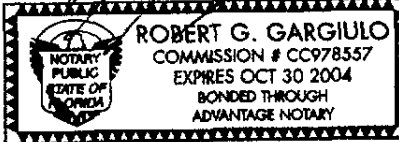
Pursuant to the provisions of Florida Statute 607.0203, this Corporation shall begin

existence at 12:01 AM on October 4, 2004.

  
Maria G. Govea Ruiz, Incorporator

State of Florida )  
County of Manatee)

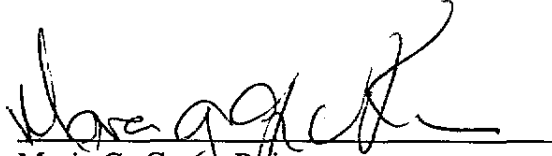
On the 4<sup>th</sup> day of October, 2004, before me personally appeared Maria G. Govea Ruiz, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged that she executed the same freely and voluntarily for the purposes therein contained. She is personally known to me or ~~has produced~~ \_\_\_\_\_ as identification and ~~did~~ (did not) take an oath.

#### ACCEPTANCE BY REGISTER AGENT

Have been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 10-04-2004

  
Maria G. Govea Ruiz