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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

g & r restaurants III, inc.

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ARTICLES OF INCORPORATION

OF

G & R RESTAURANTS III, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (Chapter 607 of the Laws of the State of Florida), hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is G & R Restaurants III, Inc.

The initial principal place of business of the corporation shall be 12382 S.W. 99th Street, Miami, Florida 33186-2545. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact any or all lawful activities or business permitted now or in the future under the laws of the United States, the State of Florida, or any other state.

Notwithstanding anything to the contrary in the preceding paragraph, as long as the corporation is a Burger King Franchise, the corporation shall not engage in any business activity other than that which is directly related to the ownership and operation of franchised Burger King Restaurants.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue is two hundred fifty thousand (250,000) shares of common capital stock having a par value of one dollar (\$1.00) per share. Holders of common stock are entitled to vote on all matters required by law on the basis of one vote per share, and there shall be no cumulative voting.

As long as the corporation is a Burger King Franchise, the sale, transfer, assignment and issuance of shares of voting common stock shall be subject to the

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approval of Burger King Corporation.

ARTICLE IV TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE V INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be changed from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and address of the initial directors of the corporation are:

Guido Espinosa 12382 S.W. 99th Street
Miami, Florida 33186-2545

Ramona Espinosa 12382 S.W. 99th Street
Miami, Florida 33186-2545

Guido Espinosa III 1119 S.W. 159th Terrace
Pembroke Pines, Florida 33027

ARTICLE VI INITIAL REGISTERED AGENT

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

Ramona Espinosa 12382 S.W. 99th Street
Miami, Florida 33186

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Guido Espinosa 12382 S.W. 99th Street
Miami, Florida 33186-2545

ARTICLE VIII BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX INDEMNIFICATION

To the fullest extent that limitations on the liability of directors and officers are permitted by Florida law, no director or officer of the corporation shall have any liability to the corporation or its stockholders for damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. The corporation shall indemnify, to the fullest extent permitted by Florida law, any person who was or is a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, including any appeal, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal action or proceeding had no reasonable cause to believe their conduct was unlawful.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation this 2 day of November, 2004.



Guido Espinosa

TOTAL P.05

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 27th day of November, 2004, by Guido Espinosa, who is personally known to me or who has produced _____ as identification.



SHeldon M. London
MY COMMISSION # DD 212408
EXPIRES: August 21, 2007
Bonded Thru Budget Notary Services

Sheldon M. London

(Print Name) Sheldon M. London

Notary Public

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION NAMED ABOVE AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO 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 ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Ramona Espinosa

Ramona Espinosa, Registered Agent

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