

Division of Corporations

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Florida Department of State
Division of Corporations
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(((H05000033002 3)))

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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

SACHA, INC.

SACHA'S CAFE, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 10, 2005

FAS-T CORP

SUBJECT: SACHA, INC.
REF: W05000006956

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L04000081541.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

FAX Aud. #: H05000033002
Letter Number: 805A00009367

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SECRETARY OF STATE
DIVISION

05 FEB 14 AM 11:02

ARTICLES OF INCORPORATION

OF

SACHA'S CAFE, INC.

The undersigned acting as Incorporators of SACHA'S CAFE, INC., under the Florida Business Corporations Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be SACHA'S CAFE, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2525 Ponce De Leon Blvd., Suite 130, Coral Gables, FL 33134.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ten thousand (10,000) shares of common stock having a par value of ten (\$0.10) cents per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for

the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - TERMS OF EXISTENCE

These Articles of Incorporation will become effective UPON THE FILING of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VII - RESIDENT AGENT AND ADDRESS

The street address of the registered office of the corporation is 7721 S.W. 62nd Ave., Suite 202, South Miami, Florida, 33143 and the name of the registered agent of this corporation at that address is Paul R. Sasso, Esquire.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have two (2) initial directors. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial director member of the board of directors are:

Hans Viertel
2525 Ponce De Leon Blvd.
Suite 130
Coral Gables, FL 33134

Sonia Viertel
2525 Ponce De Leon Blvd.
Suite 130
Coral Gables, FL 33134

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X - INCORPORATOR(S)

The name and street addresses of the incorporators are:

Hans Viertel
2525 Ponce De Leon Blvd.
Suite 130
Coral Gables, FL 33134

Sonia Viertel
2525 Ponce De Leon Blvd.
Suite 130
Coral Gables, FL 33134

ARTICLE XI - BYLAWS

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the

alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action. Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with

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such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation

this 10th day of February, 2005

AS INCORPORATOR

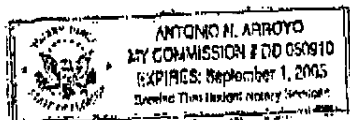
Sonia Viertel
AS INCORPORATOR

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State
and County set forth above, personally appeared Hans Vertl and Sonia Vertl, his wife,
personally known to me X or who produced a Florida Driver's License, Numbers:
 And as a form of
identification, who executed the foregoing Articles of Incorporation and acknowledged
before me that they executed these Articles of Incorporation and that the contents
therein are known to be true to the best of their knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 10th day of February, 2005.

NOTARY PUBLIC, State of Florida at Large



PRIN I NAME



CERTIFICATE OF DESIGNATIONREGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SACHA'S CAFE, INC.
2. The name and address of the registered agent and office is:

PAUL R. SASSO, ESQUIRE
7721 S.W. 62ND Avenue
Suite 202
South Miami, FL 33143
(305)662-1066 Telephone
(305)662-1067 Facsimile

SIGNATURE


Hans Viertel
Sonia ViertelTITLE : DirectorDirector

DATE

2/10/052/10/05

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE


Paul R. Sasso, Esquire

DATE

2-10-05

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Division of Corporations

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((H05000017757 3)))

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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

MORTGAGE OF MIAMI, CORP.
FLORIDA BANKERS & INVESTMENTS, CORP.

Certificate of Status	0
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Estimated Charge	\$78.75

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RB 2/14



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State*Filed as per
Records
1/25/05*

January 25, 2005

FAS-T CORP. AGENTS

SUBJECT: FLORIDA BANKERS & INVESTMENTS, CORP.
REF: W05000003788

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANKSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

If you have any further questions concerning your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings SectionFAX Aud. #: H05000017757
Letter Number: 105A00004937

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 FEB 14 AM 11:09

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FLORIDA MORTGAGE OF MIAMI, CORP.

The principal place of business of this corporation shall be:

3900 N.W. 79th AVENUE. SUITE # 475
MIAMI, FL 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES A \$ 1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

RICARDO ORJUELA
11309 N.W. 55th LANE
MIAMI, FL 33178

PRESIDENT

OLGA LUCIA GUZMAN
11309 N.W. 55th LANE
MIAMI, FL 33178

VICE-PRESIDENT

ARTICLE VI INCORPORATOR(S)

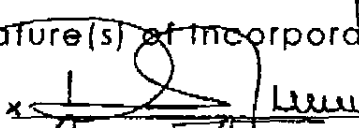
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

RICARDO ORJUELA
11309 N.W. 55th LANE
MIAMI, FL 33178

OLGA LUCIA GUZMAN
11309 N.W. 55th LANE
MIAMI, FL 33178

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this TEN (10) day of FEBRUARY 2,005

Signature(s) of incorporator(s)


Ricardo Orjuela

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FLORIDA MORTGAGE OF MIAMI, CORP
2. The name and address of the registered agent and office is:
RICARDO ORJUELA.
(NAME)
11309 N.W. 55th LANE
(P.O. BOX NOT ACCEPTABLE)
MIAMI, FL 33178
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE



DATE FEBRUARY 10 - 2,005

05 FEB 14 AM 11:09

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