

06/18/2005 09:50 AM  
Division of Corporations  
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Florida Department of State  
Division of Corporations  
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Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : JOHN R. GREEN, P.A.  
Account Number : I20040000174  
Phone : (850) 215-3610  
Fax Number : (850) 215-3612

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2005 JUN 28 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**WATTEKE LATIN AMERICAN CAFE, INC**

|                       |    |
|-----------------------|----|
| Certificate of Status | 1  |
| Certified Copy        | 1  |
| Page Count            | 04 |

for 6/29/05 5:03 PM

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PAGE 001/001

Florida Dept of State



## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 28, 2005

JOHN R. GREEN

SUBJECT: WATTEKE LATIN AMERICAN CAFE, INC.  
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## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 24, 2005

JOHN R. GREEN

SUBJECT: WATTEKE LATIN AMERICAN CAFE, INC.  
REF: W05000030944FILED  
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Cynthia Blalock  
Document Specialist  
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Letter Number: 805A00043113

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JOHN R. GREEN, P.A. 850 215 3612 5/7

**ARTICLES OF INCORPORATION  
OF  
WATTEKE LATIN AMERICAN CAFÉ, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be Watteke Latin American Café, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The address of the principal office of the corporation, is 1409-B U.S. Highway 231, Panama City, FL, 32401.

**ARTICLE III DURATION**

The corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles or upon filing.

**ARTICLE IV PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE V SHARES**

The corporation is authorized to issue one class of stock, which shall consist of 1000 shares of \$1.00 par value common stock, and which shall be designated "common shares".

**ARTICLE VI PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII INITIAL OFFICERS AND BOARD OF DIRECTORS**

The corporation shall have four officers initially. The number of officers may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial officers of the corporation are:

Ivonne Sola, President  
Post Office Box 227444  
Miami, FL 33122

Carmen Lemus, Vice President, Treasurer, Secretary  
Post Office Box 227444  
Miami, FL 33122

Jamie Sola, Director  
Post Office Box 227444  
Miami, FL 33122

Julio Lemus, Director  
Post Office Box 227444  
Miami, FL 33122

**ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT**

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

John R. Green, P.A.  
316 W. 11<sup>th</sup> Street  
Panama City, FL 32401

**ARTICLE IX INCORPORATOR**

The name and address of the person signing these Articles is:

John R. Green, Esquire

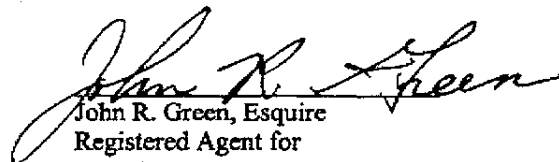
**ARTICLE X BYLAWS**

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

**ARTICLE XI AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23<sup>rd</sup> day of June, 2005.

  
John R. Green, Esquire  
Registered Agent for  
Watteke Latin American Café, Inc.

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of June, 2005, by John R. Green, who is personally known to me or who has produced a Florida Driver's License as identification.

  
NOTARY PUBLIC

NOTARY PUBLIC  
 Terrie L. Zuleger  
Commission # DD37811  
Expires December 1, 2008  
Banded Troy Film - Insurance, Inc. 800-386-7011

06/28/2005 07:54 AM

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Watteke Latin American Café, Inc.

2. The name and address of the registered agent and office is:

John R. Green, P.A.  
316 W. 11<sup>th</sup> Street  
Panama City, FL 32401

ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and 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.

  
— JOHN R. GREEN, ESQUIRE

6/23/05  
(Date)

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