

POS000101064

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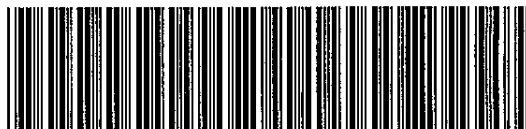
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

7.5m

AUG 11 2005

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CANCUN GRILL OF NAPLES INC

DOCUMENT NUMBER: P 05000 101064

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Bend

(Name of Contact Person)

Attorney

(Firm/ Company)

1845 Monte Vista St

(Address)

Fert Myers R 3390

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

_____ at (239) 334-2834
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

~~☐~~ \$35 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

CANCUN GRILL OF NAPLES, INC.
(Name of corporation as currently filed with the Florida Dept. of State)

PD5000101064

(Document number of corporation (if known))

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TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

AS ATTACHED

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 8/4/05

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.


☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 4 day of AUGUST, 2005.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

GABRIEL BARRUETA
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

FILING FEE: \$35

P05000101064

***ARTICLES OF AMENDMENT
of
CANCUN GRILL OF NAPLES INC.***

The undersigned person, acting as an Officer and Director of a corporation organized under the laws of Florida, hereby adopts the following Articles of Amendment:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Cancun Grill of Naples Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address of the corporation's principal office is:

1845 Monte Vista St
Fort Myers, FL 33901

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 50,000 shares of no par value stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's registered office and the name of its registered agent at such address is:

Michael Bond
Attorney
1845 Monte Vista St
Lee County
Fort Myers, FL 33901

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this

state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the board of directors is:

Gabriel Barreuta
1845 Monte Vista St
Fort Myers, FL 33901

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

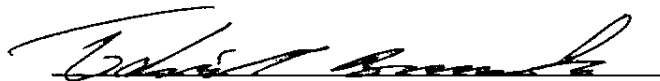
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is

made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.


Corporate Seal. The corporation shall have no corporate seal.

Certification

I certify that I have read the above Articles and that they are true and correct to the best of my knowledge.


Gabriel Barreuta, Director and Officer
1845 Monte Vista St
Fort Myers, FL 33901

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Michael W. Bond, Registered Agent
Attorney at Law
1845 Monte Vista Street
Fort Myers FL 33901