

P05000101064

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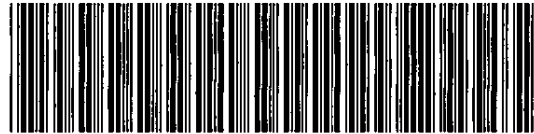
(Business Entity Name)

(Document Number)

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05/16/06--01015--023 **35.00

FILED
2006 MAY 16 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
C. Coulllette MAY 24 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CANCUN GRU of NAPLES INC.

DOCUMENT NUMBER: P05000101064

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

Please return all correspondence concerning this matter to the following:

Aurelio Sanchez
(Name of Contact Person)

CANCUN GRU
(Firm/ Company)

8793 EAST TAMiami Trail Suite 120
(Address)

NAPLES FL 34113
(City/ State and Zip Code)

For further information concerning this matter, please call:

Aurelio Sanchez at (239) 825-7985
(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

CANLIN GRILL OF NAPLES, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

0500001064

(Document number of corporation (if known))

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**)

See 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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 MAY 16 PM 12:44

FILED

The date of each amendment(s) adoption: 5-2-06

Effective date if applicable: 5-2-06
(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.

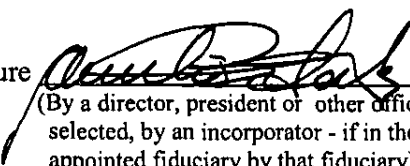
☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"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.

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)

AURELIO SANCHEZ

(Typed or printed name of person signing)

Pres. Ident

(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:

8793 East Tamiami Trail
Suite 120
Naples FL 34113

**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:

Aurelio Sanchez
8793 East Tamiami Trail
Suite 120
Naples FL 34113

**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:

Aurelio Sanchez
8793 East Tamiami Trail
Suite 120
Naples FL 34113

Silbrestre Barco
8793 East Tamiami Trail
Suite 120
Naples FL 34113

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.

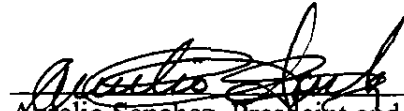
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the

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.


Aurelio Sanchez, President and Director
8793 East Tamiami Trail
Suite 120
Naples FL 34113

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.


Aurelio Sanchez
8793 East Tamiami Trail
Suite 120
Naples FL 34113