

May 19 06 03:06  
Division of Corporations

ARAP ACCOUNTING INC.

351-965-8492

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**LAS AMERICAS CAFE, INC.**

Certificate of Status	0
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## Articles of Incorporation

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

### ARTICLE I - Corporate Name

**LAS AMERICAS CAFÉ, INC.**

### ARTICLE II - Terms of Existence

This corporation will exist perpetually, unless dissolved according to Florida Law.

### ARTICLE III - Nature of Business

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

### ARTICLE IV - Capital Stock

The number of shares of stock that this corporation is authorized to have outstandingly at anyone time is: **1000** shares of common stock having a **\$1.00** par value per share. This corporation will not commence business until at least the **\$1,000.00** have been received by it, as consideration for the issuance of shares.

### ARTICLE V - Incorporator

The name, and street address of the incorporator to these Articles of Incorporation are:

**Jairo Bosch**  
7179 Pembroke Road  
Pembroke Pines, FL 33023

### ARTICLE VI - Initial Registered Agent and Address

The name, and street address of the initial registered agent are:

**Robert Batista**  
1432 Sabal Trail  
Weston, FL 33327

### ARTICLE VII - Principal & Mailing Address

The principal address, and mailing address of this corporation are:

6472 Pines Boulevard  
Pembroke Pines, FL 33024

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ARTICLE VIII - Shareholders

The name, and street address of the shareholder to this corporation are:

**Robert Batista** [50.00 %]  
1432 Sabal Trail  
Weston, FL 33327

**Sheldon Russo** [50.00%]  
19042 SW 55<sup>th</sup> Street  
Miramar, FL 33029

ARTICLE IX - Officers

The name, and street address of the initial officers to this corporation are:

**Robert Batista** [P/T/D]  
1432 Sabal Trail  
Weston, FL 33327

**Sheldon Russo** [V/S/D]  
19042 SW 55<sup>th</sup> Street  
Miramar, FL 33029

ARTICLE X - Special Provision

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions, as they are necessary, will be taken by the appropriate officers to accomplish this compliance.

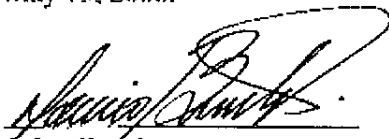
ARTICLE XI - Liquidation

In case of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of the corporation will be paid and distributed according to their shares, to the Shareholders.

ARTICLE XII - Indemnification Agreement and Covenant not to Sue

This corporation will indemnify and hold harmless its Shareholders, Directors, and Officers from any actions they take on behalf of the corporation. If a Shareholder, Director, or Officer is ever sued for actions taken on behalf of the corporation, these provisions require that the corporation be held responsible as agreed upon by the Shareholders, Directors, and Officers.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this May 15, 2006.



Jairo Bosch  
Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED 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:

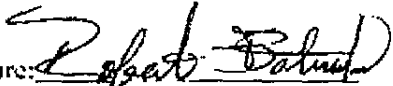
**LAS AMERICAS CAFÉ, INC.**

2. The name, and street address of the registered agent are:

**Robert Batista  
1432 Sabal Trail  
Weston, FL 33327**

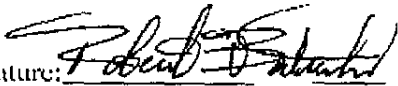
3. The principal address, and mailing address of this corporation are:

6472 Pines Boulevard  
Pembroke Pines, FL 33024

Signature:   
Title: Registered Agent  
Date: May 15, 2006

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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 accept the obligations of my position as registered agent.

Signature:   
Title: Registered Agent  
Date: May 15, 2006

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