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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

5/24/06

**LAZARUS**  
**CORPORATE FILING SERVICE**

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**MIAMI, FL 33165 (305) 552-5973**

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. PARRILLADA LAS ROSAS RESTAURANT, CORP.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

**Examiner's Initials**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 5, 2006

LAZARUS CORPORATE FILING SERVICE  
3320 SW 87TH AVENUE  
MIAMI, FL 33165

SUBJECT: PARRILLADA LAS ROSAS RESTAURANT, CORP.  
Ref. Number: W06000021008

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for PARRILLADA LAS ROSAS RESTAURANT, CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filing Section

Letter Number: 406A00032019

RECEIVED  
06 MAY 23 AM 11:11  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CERTIFICATION OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

**PARRILLADA LAS ROSAS RESTAURANT, CORP.,**

ARTICLE TWO

This corporation may engage in any activity of business  
Permitted under the laws of the United States of America  
And the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This corporation shall have perpetual existence,  
Unless sooner dissolved in accordance with the laws of the  
State of Florida. The date on which corporation existence  
Shall begin the date of incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the corporation shall begin  
Business shall not be less than Five Hundred Dollars (\$500.00)  
Or such greater amount as may be required by law.

ARTICLE FIVE

CAPITAL STOCK

This corporation is authorized to issue shares of stocks as follows.

- A. Designation: The stock of this corporation shall be known as  
Common Stock.
- B. Authorized: The maximum number of shares of common stock that this  
Corporation may issue is: One Hundred (100) shares, having a par  
Value of (\$5.00) Five Dollars per share.
- C: Consideration: Shares of Common Stock may be issue in exchange per cash,  
Real property, labor or services rendered, or any combination of the foregoing.  
In the absence of fraud in the transaction, the judgment of the Board of  
Directors as to the value of any such consideration shall be conclusive.

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TALLAHASSEE, FLORIDA

D. Voting Rights: Each share of common stocks shall entitle the record Holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

E. Liquidation Rights: Holders of Common stocks are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

#### ARTICLE SIX

##### NUMBER OF DIRECTORS

This corporation shall at all times have at least, one Director. The stockholders of this corporation may, from time to time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation shall at all time have a minimum of one Director.

#### ARTICLE SEVEN

##### AMENDMENT

This certificate of incorporation may be amended in any manner in any manner consistent With the laws of the State of Florida.

#### ARTICLE EIGHT

##### SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have Any force or effect, unless assented in writing by the holders of the required percentage Of this corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:  
Required percentage 51%
2. Sale, lease or exchange of all of this corporation's property and Assets, or of any property or assets of this corporation essential To the business of this corporation:  
Required percentage 51%
3. Merger or consolidation of this corporation into or with any other Corporation:  
Required percentage 51%
4. Voluntary dissolution of this corporation:  
Required percentage 51%

ARTICLE NINE

STOCKHOLDERS AND DIRECTORS

The names and addresses of the stockholders and directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
John Gonzalez	305 NW 72 Ave. Apt.# 206 Miami, Fl. 33126	President	50
Gloria Rodriguez	305 NW 72 Ave. Apt. # 206 Miami, Fl. 33126	Vice- President	50

ARTICLE ELEVEN

REGISTERED AGENT

The registered agent and the registered office of this corporation shall be:

John Gonzalez  
305 NW 72 Ave. Apt. # 206  
Miami, Fl. 33126

SUBSCRIBER, INITIAL DIRECTOR AND  
INITIAL PRINCIPAL OFFICE

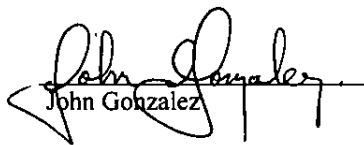
The undersigned individual, a United State resident competent to contract, execute this Certificate of Incorporation as it's subscribes and directors. The undersigned Individual shall hold office as a director until his successors have qualified, Following their election or appointment. The street address of such individual Shall be the initial street address in Florida of the principal office of this corporation.

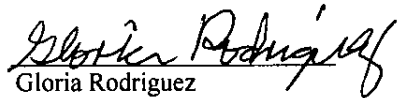
SUBSCRIBER/DIRECTOR: John Gonzalez

STREET ADDRESS/ PRINCIPAL OFFICE: 305 NW 72 Ave. #206 Miami, FL. 33126

In witness whereof, the undersigned subscriber does make, acknowledge and  
File this certificate for the purpose of forming a corporation for profit under  
The laws of the State of Florida.

DATE:

  
John Gonzalez

  
Gloria Rodriguez

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

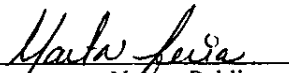
Before me the undersigned authority, personally appeared to me, well known and  
Known to me to be the individual described in, and who executed the foregoing  
Certificate of Incorporation and who acknowledged before me that the same was  
Executed for the purposes their in expressed.

In witness whereof, I have hereunto affixed my hand and official seal at Miami-Dade  
County, Florida.

Date. 4-28-06



**Marta Fera**  
Commission # DD131393  
Expires July 8, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public  
State of Florida

My commission expires.

CERTIFICATE DESIGNATING OF BUSINESS OF DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, ANEMING AGENT UPON

WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted in  
compliance with said Act:

That **PARRILLADA LAS ROSAS RESTAURANT Corp** desiring to organized under  
The laws of the State of Florida with its principal office, as indicated in the Articles of  
Incorporation at the City of Miami, County Miami-Dade State of Florida,  
has named:

John Gonzalez as its agent to accept service of process within this State

Having been named to accept service of process for the above stated Corporation,  
at the place designated in this Certificate. I hereby accept to act in this capacity  
and agree to comply with the provisions of said Act relative to keeping open said office.

By John Gonzalez  
Registered Agent

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