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W0630845



800076920258

07/11/06--01033--003 **78.75

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06 JUL 11 PM 12:28
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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06 JUL 13 PM 12:19
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TALLAHASSEE, FLORIDA

7/14/06

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

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

1. ATLANTIS CAFE INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2.00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

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

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

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

REGISTRATION/QUALIFICATION

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

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 12, 2006

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

SUBJECT: ATLANTIS CAFE INC
Ref. Number: W06000030845

We have received your document for ATLANTIS CAFE INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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: 706A00044855

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DIVISION OF CORPORATIONS
2006 JUL 13 AM 11:25
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TO ACKNOWLEDGE
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FILED
06 JUL 13 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
ATLANTIS CAFÉ INC

FILED
06 JUL 13 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND UNDER THE STATUTE OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF INCORPORATING FOR PROFIT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION: ATLANTIS CAFÉ INC

ARTICLE TWO

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. TO TRANSACT ANY LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS THAT CAN BE ADVANTAGEOUSLY CARRIED IN CONNECTION WITH OR AUXILIARY TO THE FOREGOING BUSINESS.
2. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE THREE

THE AGGREGATE NUMBER OF SHARES, WHICH THE CORPORATION IS AUTHORIZED TO ISSUE, IS 100 SHARES OF COMMON STOCK, SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$ 1.00.

ARTICLE FOUR

THE PLEDGE, SALE, TRANSFER OR OTHER DISPOSITION OF THE CAPITAL STOCK MAY BE GOVERNED AND RESTRICTED BY THE BY-LAWS FOR WRITTEN AGREEMENT AMONG THE STOCKHOLDERS WHICH SHALL BE ON FILE IN THE OFFICE OF THE OFFICER OF THE CORPORATION SO NAMED IN ARTICLE SEVEN HEREIN.

THE BY-LAWS MAY PROVIDE FOR CUMULATIVE VOTING BY STOCKHOLDERS AT THE ELECTIONS OF THE DIRECTORS OF THE CORPORATION

THE EXISTENCE OF THE CORPORATION IS PERPETUAL

ARTICLE SEVEN

THE INITIAL ADDRESS AND PRINCIPAL OFFICE OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE: 12 NW 1 ST MIAMI FL 33128 THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO ANY OTHER ADDRESS WITHIN THE STATE OF FLORIDA. THE REGISTERED AGENT IS: OSVALDO MARTINEZ ADDRESS: 782 NW 42 AVE # 2 MIAMI FL 33126

ARTICLE EIGHT

A BOARD OF DIRECTOR(S) CONSISTING OF NOT LESS THAN (1) AND NO MORE THAN (5) SHALL MANAGE THE BUSINESS OF THE CORPORATION. A QUORUM FOR THE HOLDING OF A MEETING OF THE BOARD OF DIRECTOR(S), AND FOR THE TRANSACTION OF ANY BUSINESS PROPERTY CARRIED OUT BY THE DIRECTOR(S) ON BEHALF OF THE CORPORATION, SHALL CONSIST OF A MAJORITY OF THE MEMBERS THERE OF. BUT, THE DIRECTOR(S), BY UNANIMOUS CONSENT IN WRITING, INCLUDED IN THE MINUTES OF THE CORPORATION, MAY CONSENT TO THE DOING OF ANY ACT AND SUCH CONSENT IN WRITING SHALL HAVE THE SAME FORCE AND EFFECT AS THOUGH A FORMAL MEETING HAD BEEN HELD PURSUANT TO CALL BEING DULY MADE AND AS THOUGH THE SAID ACT HAD BEEN COMPLETED AND AUTHORIZED AT A MEETING AT WHICH A QUORUM HAD BEEN PRESENT, AND / OR SUCH DUTIES MAY BE DELEGATED TO AN "EXECUTIVE COMMITTEE".

ARTICLE NINE

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS AS FOLLOWS. THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTOR IS:

PRESIDENT: MARTA MEMBIELA 6828 SW 114 AVE MIAMI FL 33173
VICE-PRES: OSMEL LUGO 6828 SW 114 AVE MIAMI FL 33173
SECRETARY: MARTA MEMBIELA 6828 SW 114 AVE MIAMI FL 33173
TREASURER: OSVALDO MARTINEZ 782 NW 42 AVE # 2 MIAMI FL 33126

ARTICLE TEN

THE NAME AND ADDRESS OF THE SUBSCRIBERS TO THE ARTICLES OF INCORPORATION, AND THE NUMBER OF SHARES OF STOCK THAT THEY AGREE TO TAKE ARE AS FOLLOWS:

NAME: VALUE	ADDRESS:	SHARES/CASH
<u>MARTA MEMBIELA</u>	<u>6828 SW 114 AVE MIAMI FL 33173</u>	<u>75.00</u> <u>\$ 75.00</u>
<u>OSMEL LUGO</u>	<u>6828 SW 114 AVE MIAMI FL 33173</u>	<u>25.00</u> <u>\$ 25.00</u>

ARTICLE ELEVEN

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER SECTION 1244 OF THE INTERNAL REVENUE CODE IN ORDER THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS THEREUNDER.

IN WITNESS WHEREOF: WE HAVE HEREUNTO SET OUR HANDS AND SEALS
THIS 10 DAY OF JULY, 2006.

(SEAL)

(SEAL)

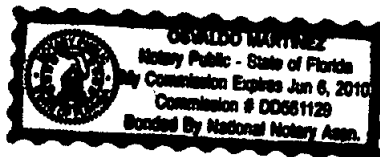
(SEAL)

STATE OF FLORIDA
COUNTY OF MIAMI DADE

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME, AN OFFICER BULY AUTHORIZED TO TAKE ACKNOWLEDGEMENTS AND ADMINISTER OATHS IN THE STATE OF FLORIDA, MARTA MEMBIELA TO ME WELL KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AN WHO ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED FREELY AND VOLUNTARILY FOR THE PURPOSE THREIN EXPRESSED.

IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE, ON THIS 10 OF JULY, 2006.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES _____



ACCEPTANCE OF REGISTERED AGENT

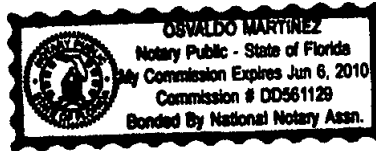
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.


REGISTERED AGENT
OSVALDO MARTINEZ

STATE OF FLORIDA
COUNTY OF MIAMI DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENT IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED OSVALDO MARTINEZ, WELL KNOWN TO
ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ACCEPTANCE BY
REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT HE
EXECUTED THAT ACCEPTANCE ON THE 10 DAY OF JULY,
2006.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES _____



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06 JUL 13 PM 12:19

STATE OF FLORIDA
DEPARTMENT OF STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS
AND DIRECTORS

THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH CHAPTER 48.091,
FLORIDA STATUTES:

ATLANTIS CAFÉ INC A CORPORATION ORGANIZED (OR ORGANIZING)
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE
AT 12 NW 1ST MIAMI FL 33128 HAS NAMED OSVALDO MARTINEZ,
PRESENT AT 782 NW 42 AVE # 2 MIAMI FL 33126 MIAMI DADE COUNTY AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

OFFICERS:

NAMES	TITLE	ADDRESS
<u>MARTA MEMBIELA</u>	<u>PRESIDENT</u>	<u>6828 SW 114 AVE MIAMI FL 33173</u>
<u>OSMEL LUGO</u>	<u>VICE-PRES.</u>	<u>6828 SW 114 AVE MIAMI FL 33173</u>
<u>MARTA MEMBIELA</u>	<u>SECRETARY</u>	<u>6828 SW 114 AVE MIAMI FL 33173</u>
<u>OSVALDO MARTINEZ</u>	<u>TREASURER</u>	<u>782 NW 42 AVE # 2 MIAMI FL 33173</u>

DIRECTOR(S):

NAMES	ADDRESS
MARTA MEMBIELA	6828 SW 114 AVE MIAMI FL 33173
OSMEL LUGO	6828 SW 114 AVE MIAMI FL 33173

BY: Marta Membiela
CORPORATE OFFICER/INCORPORATOR
MARTA MEMBIELA

ACCEPTANCE:

I AGREE AS RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS, TO KEEP
OFFICE OPEN DURING PRESCRIBED HOURS, TO POST MY NAME (AND ANY
OTHER OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT
SERVICE OF PROCESS AT THE ABOVE FLORIDA DESIGNATED ADDRESS) IN
SOME CONSPICUOUS PLACE IN OFFICE AS LAW REQUIRES.

Osvaldo Martinez
RESIDENT AGENT
OSVALDO MARTINEZ