

PO0000107837

U.S. RESTAURANTS CONTRACTORS INC.

(Requestor's Name)

91 NORTH EAST 166 STREET

(Address)

(Address)

NORTH MIAMI, FLORIDA 33162

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

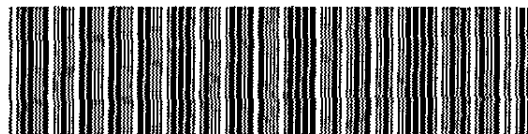
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/18/06

ARTICLES OF INCORPORATION OF
U.S. RESTAURANT CONTRACTORS, INC.

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the state of Florida, do hereby make, subscribe, acknowledge and file the following articles of incorporation.

ARTICLE I

The name of this corporation shall be:
U.S. Restaurant Contractors, Inc.

ARTICLE 2

This corporation shall have the authority to engage in any activity or business permitted under the law of the United State and of the State of Florida and any other jurisdiction wherein it may conduct business.

ARTICLE III

This corporation is authorized to issue par value voting stock as described below and none other:

Maximum Number of Shares: 50,000

Par value per share \$0.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in judgment of the board of directors, equivalent at least to the full par value of the stock so to be issued.

Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented of lawful meetings of the stockholders.

No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be not less than five hundred dollars (\$500.00).

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ARTICLE V
Initial address

The initial street address of the principal office of this corporation in the State of Florida shall be:

**91 N.E. 166 Street
Miami, FL 33162**

The resident and registered agent shall be: **Jennifer Ojeda**

The Board of Directors may, from time to time, move the principal or registered office to any other address which it seems pertinent in the interest of the corporation.

ARTICLE VI
DIRECTORS

This corporation shall have two (2) directors initially. The stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the By-Laws of the corporation or by amending the By-Laws of the corporation, provided that there shall be at least one director and said director need not be a citizen of the United States of America.

ARTICLE VII
INITIAL DIRECTORS

The name and street address of the First Directors shall be as follows:

Herb Meyers 91 N.E. 166 Street Miami, FL 33162
Juan A. Ojeda 91 N.E. 166 Street Miami, FL 33162

The directors and officers shall hold office until the first annual meeting of the shareholders or until their successors shall be duly elected or appointed and qualified.

ARTICLE VIII
SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporated is:

Herb Meyers
91 N.E. 166 Street
Miami, FL 33162

ARTICLE IX PRE-EMPTIVE RIGHTS

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right merely because he is a shareholder to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into, or carrying the right to purchase, stock of the corporation, but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued and disposed of by the Board of Directors to such person, firms, corporation, or associations, and upon such terms as the Board of Directors may, in their absolute discretion, determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, with all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE X


1. The Board of Directors shall adopt the initial By-Laws of this corporation. The By-Laws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any By-Law adopted by the stockholders, and the directors may not adopt By-Laws that would be in conflict with the By-Laws adopted by the stockholders.

2. Any subscriber or stockholder present at any meeting, either in person, or by proxy, any director in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of Board in conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

3. Each director and officer of the corporation, whether or not then in office, shall indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand action, suit or proceeding in which he may be involved or to which he may made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of litigation, except in relation matters as to which he finally shall be adjudged in any such action, suit, or processing to have been derelict in the performance of this duty as such officer director. Such right of indemnification shall not be exclusive of any other rights which he may be entitled as a matter of law; and the foregoing right of indemnification shall insure to the benefit of the heirs, executors and administrator of any such director or officer.

4. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or avoidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is stockholder, officer, or director, is in any way interested in such transaction or contract, provided that disclosure of such direct or indirect interest to the Board of Directors and such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested or a stockholder, officer, or director of any corporation so interested, or (B) by the written consent, or by the vote of any stockholder's meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profit realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a stockholder, officer or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner by law.

I, THE UNSERSIGNED, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and accordingly, have hereunto set my hand and seal this 14 day of AUGUST 2006

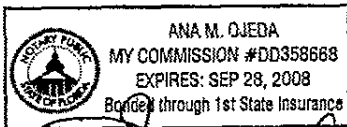

Herb Meyers
President

STATE OF FLORIDA

COUNTY OF DADE

I, the undersigned Notary Public in and for the State of Florida do hereby certify that on this day personally appeared before me Hees Meyers to be well known and known to be the person who executed the foregoing Articles of Incorporation of U. S. RESTAURANT CONTRACTORS, INC. And acknowledged that he executed the same for the uses and purpose therein stated.

IN WITNESS WHEREOF I HAVE HEREUNTO SET MY HAND AND SEAL THIS
14 day of August 2006.



Ana M. Ojeda
8/14/06

Certificate designating place of business or domicile for the service of process within Florida, Naming agent upon whom process may be served. In compliance with Section 48.091 Florida Statutes, the following is submitted.

First that U.S. Restaurant Contractors, Inc. desiring to organize or qualify under the laws of the state of Florida with its principal place of business at the city of Miami State of Florida has named Jennifer Ojeda located at 91 N.E. 166 Street, Miami FL 33162 as its agent to accept service of process within Florida.

Signature _____

Title _____

Date _____

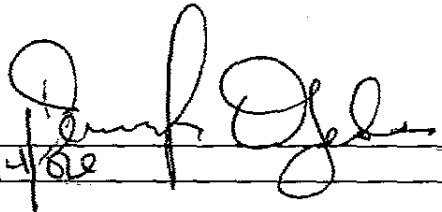

President

8/14/06

Having been named to accept service for the above stated corporation, at the place designated in this certificate, I here by agree to act in this capacity, and I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties.

Signature _____

Date _____



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