

P07000043429

William Medina
13380 NW 32nd Avenue
Opa-Locka, Florida 33054

(Address)

(Address)

(City/State/Zip/Phone #)

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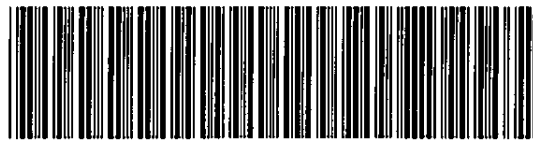
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 9 2007

**CERTIFICATE OF INCORPORATION OF
LA CARIBENA SANDWICH SHOP, INC.**

We, the undersigned, in order to form a Corporation for profit for the purpose hereinafter state, under the provision of the Florida Statutes, do hereby subscribed to this certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation shall be:
LA CARIBENA SANDWICH SHOP, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

- a. This Corporation is organized with the purpose to engage in food service, and all other lawful related activities permitted under the laws of the State of Florida and the United States of America.
- b. To enter into, make and perform contracts with any person, firm, association or corporation, town, city, country, state, territory or government.
- c. To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of an deal in lands and leaseholds, and any franchises, licenses or privileges necessary, convenient or appropriate for any of the person, whether as principals, agents, trustees, otherwise.
- d. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.
- e. To purchase, hold, sell and transfer the shares of capital stock except from the surplus of stocks belonging to it shall no be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes thereon.
- f. To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation or any

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amendment to the Certificate of Incorporation as necessary or incidental to the attainment of the objectives for the Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any all things herein before set for the same extend as natural person might or could do.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding any time shall be five hundred shares all of which shall be \$10.00 per value and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in service of property at just valuation, to be fixed by the Director of this Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

The initial registered officer of the corporation William Medina President and the initial registered agent at such address 13380 NW 32nd Avenue Opa-Locka, Florida 33054.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The initial Post Office address of the principal office of this corporation in the State of Florida is: 13380 NW 32nd Avenue Opa-Locka, Florida 33054.

ARTICLE VII

This Corporation shall have Directors initially. The number of directors may be increased or diminished from time to time, by law adopted by the stockholders, but never be less than two.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and officers of this corporation who shall hold office for the first year of its existence or until successors are elected and qualified are as follow:

William Medina
(FULL NAME)

President
(TITLE)

13380 NW 32nd Avenue Opa-Locka 33054
(ADDRESS)

ARTICLE IX

The names and post office addresses of the subscribers to the Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of capital which the corporation will begin business, is as follows:

William Medina
(FULL NAME)

President
(TITLE)

13380 NW 32nd Avenue Opa-Locka 33054
(ADDRESS)

ARTICLE X

The management and control of the business of the Corporation shall be conducted under the directions of the Board of Directors by officer who shall be elected by the Board of Directors, to wit; a president, one or more vice-president, a treasurer, and a secretary, one or more of said officers may hold one or more officer except that the president may not also be the secretary or assistant secretary. No person holding two offices shall act in or execute any instrument in the capacity of more than one office.

ARTICLE XI

These Articles of Incorporation be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitle to vote thereon.

ARTICLE XII

In furtherance, and no in limitation of the powers conferred by statutes the Board of Directors is expressly authorized:

- a. To adopt and amend the by-laws of this corporation provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

- b. To authorized and cause to be executed mortgages and liens upon the real and personal property of this corporation.
- c. When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at stockholder's meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as it Board of Directors deem expedient and for the best interest of the corporation. IN WITNESS WHEREOF, the incorporates have hereunto set their respective hand and seal this 3rd day of April, 2007.

President
William Medina

1. The name of the corporation is: **LA CARIBENA SANDWICH SHOP, INC.**
2. The name and address of the registered agent and office is:
William Medina
13380 NW 32nd Avenue
Opa-Locka, Florida 33054

SIGNATURE: William Medina
TITLE: President
DATE: 04/03/2007

Having been named as registered 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 I am familiar with an accept the obligation of my position as registered agent.

STATE OF FLORIDA)

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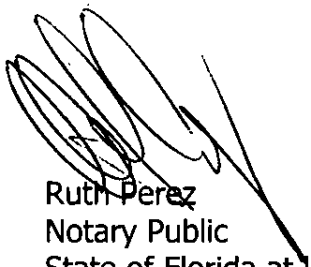
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared; WILLIAM MEDINA to be known to be the persons described as subscribers in who executed the foregoing Articles of Incorporation and acknowledged before that they subscribed to those Articles of incorporation.

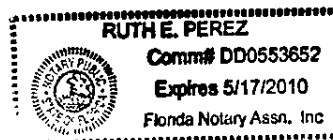


WILLIAM MEDINA
President

Sworn to and subscribed before me on this 3rd day of April, 2007.



Ruth Perez
Notary Public
State of Florida at large



My commission expires

STATE OF FLORIDA)

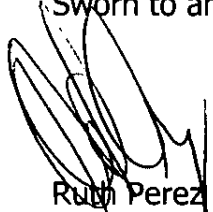
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COUNTY OF DADE)

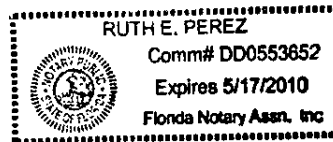
Before me, undersigned authority personally appeared WILLIAM MEDINA, to me known to be the persons described as the Resident Agent and Initial Registered Agent, as set forth in these Articles of Incorporation.


WILLIAM MEDINA

Sworn to and subscribed before me this 3rd day of April, 2007.



Ruth Perez
Notary Public
State of Florida at large



My commission expires