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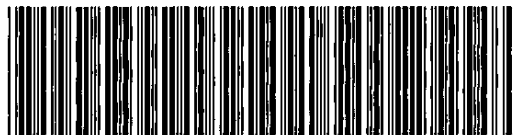
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

2001 SEP 24 A 10:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE SEP 25 2007

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

**3320 SW 87<sup>TH</sup> AVENUE**

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

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

1. MAX BRO & LATIN CAFE, 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

**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**

**ARTICLES OF INCORPORATION OF**  
**MAX BBQ & LATIN CAFÉ, CORP.**

**FILED**

2007 SEP 24 A 10: 25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of this corporation is MAX BBQ & LATIN CAFÉ, CORP.

**ARTICLE II**  
**EXISTENCE**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III**  
**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue 100 stocks per value. The total initial capital is \$100.00. That the shareholders of the corporation are Restaurant Max Paseo, C.A. (a Venezuelan corporation), representing 70% of the shares and Hernan R. Garzon representing 30% of the outstanding shares.

**ARTICLE V**  
**PRE-EMPTIVE RIGHTS**

Upon the offer for sale for cash of any stock of this corporation, Every Shareholder shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, or the price that may be set by the Board of Directors, which ever is lowest.

**ARTICLE VI**  
**INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of this Corporation is:  
3965 NE 13 Drive, Homestead, Florida 33033

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the rules set in the bylaws; however, there shall never be less than two Directors or more than five. The name and address of initial Board of Directors of the Corporation is:

Name: MAX H. MIRANDA  
Title: President  
Address: 3965 NE 13 Drive, Homestead, Florida 33033

Name: HERNAN R. GARZON  
Title: Vice-President  
Address: 3965 NE 13 Drive, Homestead, Florida 33033

ARTICLE VIII  
INCORPORATION

The names and addresses of the Incorporators signing these articles are:

Name: MAX H. MIRANDA  
Address: 3965 NE 13 Drive, Homestead, Florida 33033

Name: HERNAN R. GARZON  
Address: 3965 NE 13 Drive, Homestead, Florida 33033

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

ARTICLE X  
AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, by a MAJORITY of Votes of all Shareholders.

**ARTICLE XI  
CORPORATE BUY-OUT**

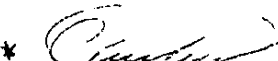
Dissenting shareholders have the right to sell their shares back to the corporation at a fair price, and the corporation has the obligation to purchase such shares. The obligation of the corporation will only cease if the purchase would render the corporation insolvent or so substantially reduce its assets as to make its operation impossible.

**ARTICLE XII**

Any dispute among shareholders will be resolved by arbitration in accordance with the rules of the American Arbitration Association by an arbitrator that will be chosen by the non-disputing shareholders. If they cannot appoint one within one week of the request the arbitrator will be the Corporation's Legal Counselor. The decision of the arbitrator will be final.

**IN WITNESS WHEREOF**, the undersigned Incorporator have executed these Articles of Incorporation on the 18th day of September of 2007.

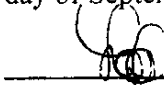
  
\_\_\_\_\_  
**MAX H. MIRANDA**  
President

\*   
\_\_\_\_\_  
**HERNAN R. GARZON**  
Vice-President

State of Florida  
County of Miami-Dade

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Max H. Miranda and Hernan R. Garzon known by me to be the person/s who executed the foregoing Articles of the Incorporation, and they/he/she acknowledged before me that they/he/she executed these Articles of Incorporation.

In witness whereof, I have set my hand and seal in the State and County above, this 18<sup>th</sup> day of September of 2007.

  
\_\_\_\_\_  
Notary Public

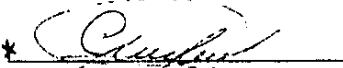
 **LUISA MONTALBAN**  
MY COMMISSION # DD 418972  
EXPIRES: July 9, 2009  
Bonded Thru Budget Notary Services

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MAX BBQ & LATIN CAFÉ, CORP. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named, Hernan R. Garzon of 3965 NE 13 Drive, Homestead, Florida 33033 as its agent to accept service of process within the state.


ACKNOWLEDGMENT:

Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, the undersigned agrees to comply with the provisions of the Florida laws relative to keeping the designated office open.

  
Hernán R. Garzon  
Register Agent

State of Florida  
County of Miami-Dade

Before me, a Notary Public, personally appeared Ricardo R. Garzon personally known to me and who has executed the foregoing acknowledgment before me and accepts to be the Register Agent for the Corporation.

  
Notary Public

 LUISA MONTALBAN  
MY COMMISSION # DD 418972  
EXPIRES: July 9, 2009  
Bonded Thru Budget Notary Services

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