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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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2008 FEB 21 AM 10:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W068-7656

2/22

# LAZARUS

**CORPORATE FILING SERVICE**  
**3320 SW 87<sup>TH</sup> AVENUE**  
**MIAMI, FL 33165**  
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## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PRIMO'S PIZZA Corp.  
(Corporation Name) (Document #)

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

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

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

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy  
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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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 19, 2008

LAZARUS

SUBJECT: PRIMO'S PIZZA CORP.  
Ref. Number: W08000008656

RECEIVED  
08 FEB 21 PM 4:13  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for PRIMO'S PIZZA 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is P06000024758 - PRIMO PIZZA, INC..

Please return 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) 245-6934.

Loria Poole  
Regulatory Specialist II

Letter Number: 008A00010444

**ARTICLES OF INCORPORATION  
OF  
FONTAINEBLEAU PIZZA, INC.**

**FILED**  
2008 FEB 21 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

**ARTICLE I- NAME**

The name under which this corporation will conduct its business and be known and recognized is:

*FONTAINEBLEAU PIZZA, INC.*  
9612 Fontainebleau Blvd.  
Miami, FL 33172

**ARTICLE II -NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be:

Operation of Pizzeria

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

**ARTICLE III -CAPITAL STOCK**

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are:

One Hundred (100) shares no par value

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no preemptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

#### **ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

#### **ARTICLE V- ADDRESS**

The initial place of business address of this corporation in the State of Florida is:

9612 Fontainebleau Blvd.  
Miami, FL 33172

The registered office address for this corporation in the State of Florida will be:

9612 Fontainebleau Blvd.  
Miami, FL 33172

Its registered agent:

Karel Gaitan

The Board of Directors may from time to time move the principal office to any other address in Florida.

## **ARTICLE VI - SHAREHOLDERS**

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest responsibilities on the Board of Directors.

## **ARTICLE VII- DIRECTORS**

This corporation shall have 4 Directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one(1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in

connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### **ARTICLE VIII - INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
KAREL GAITAN	9612 Fontainebleau Blvd., Miami, FL 33172
LUIS A. GAITAN	9612 Fontainebleau Blvd., Miami, FL 33172
JULIO JIMENEZ	9612 Fontainebleau Blvd., Miami, FL 33172
CARLOS CUAREZMA	9612 Fontainebleau Blvd., Miami, FL 33172

**ARTICLE IX- SUBSCRIBERS**

The names and post office addresses of each subscribers of these Articles of Incorporation are

**NAME**

**ADDRESS**

KAREL GAITAN

9612 Fontainebleau Blvd., Miami, FL 33172

**ARTICLE X- AMENDMENT**

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restate articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 14<sup>th</sup> day of **February** 2008

  
\_\_\_\_\_  
KAREL GAITAN

(SEAL)

\_\_\_\_\_  
(SEAL)

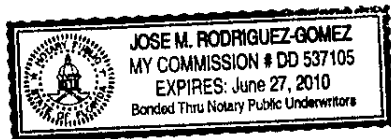


STATE OF FLORIDA ]  
] :SS  
COUNTY OF DADE ]

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared KAREL GAITAN personally known to me and to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledge before me that they subscribed to these Articles of Incorporation.

IN WITNESS THEREOF I set my hand and official seal in the County and State named above this 14th day of **February** 2008

My commission expires:



  
NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First: That ~~FONTAINEBLEAU PIZZA, INC.~~

desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the


Articles of Incorporation at City of Miami, County of Dade, State of Florida has named KAREL

GAITAN, 9612 Fontainebleau Blvd., Miami, FL 33154 City

of Miami County of Dade State of Florida, as its agent to accept Services of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at 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:   
(Resident Agent) KAREL GAITAN

**FILED**  
**2008 FEB 21 AM 10:14**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA