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CORPORATE FILING SERVICE

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Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): GRILL CORP. (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Certified Copy Walk in Pick up time 2.00 Photocopy Mail out Will wait Certificate of Status **NEW FILINGS AMENDMENTS** Profit Amendment Resignation of R.A., Officer/Director Not for Profit Limited Liability Change of Registered Agent ☐ Dissolution/Withdrawal Domestication Other Merger REGISTRATION/QUALIFICATION **OTHER FILINGS** Annual Report Foreign Limited Partnership ☐ Fictitious Name Reinstatement Trademark

Other

**Examiner's Initials** 

CR2E031(7/97)

# ARTICLES OF INCORPORATION

### ARTICLE I - NAME

The name and mailing address of this corporation shall be

FLORIDA CHICKEN ON THE GRILL CORP. 8930 N.W. 33 Court Road Miami Florida 33147

# ARTICLE II - DURATION

This componation is to exist perpetually. It shall commence its Edicter Ex-

#### ARTICLE III - PURPOSE

This componation is organized for the purpose of transacting any and all turiness permitted under the laws of the United States of America and the turn of the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

This componation is authorized to issue 500 (FIVE HUNDRED) once.

Shares may be bosued for such consideration as is determinated from come to line by the stockholders.

This power which is herely reserved unto the stockholders by right, may, and it is herely delegated, unto the Board of Directors. The Board may is one tre shares of this componation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in uniling, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. Thus action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares on for the disposal of creasury shares may be paid, in whole on in part, in cash on other property, cargille or intengille, or in lator or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and honassesseable.

# ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for each of any new stock of this componation of the same kind, class on series as that which be already notas.

shall have the right to purchase this pro ratushare thereof (as rearly us may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this componation is 8930 N.W. 33 Court Road, Miami, Florida 33147 and the name of the initial registered agent of this componation at that address JUAN JOSE BECERRA

### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This componation shall have <u>ONE (1)</u> Director (s) initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws but shall never be less than one (1).

#### <u> ARTICLE VIII - INITIAL DIRECTORS</u>

The name and street address of each of the members of the initial Board of Directors of this corporation is:

Address

Name

JUAN JOSE BECERRA, PRESIDENT (OWNER 100% OF SHARES)

8930 N.W. 33 Court Road, Miami Florida 33147

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless any 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 baving heretofore or hereafter taken on omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses 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 or shall

anything herein contained restrict the right of the componation to indemnify on reimburse such person in any proper case even though not specifically herein provided Lon.

No contract or other transaction between this corporation and any other componation, and no act of this componation shall in any way be affected on invalidated by the fact that any of the directors of the componation are pecuniarily on otherwise interested in, on are director on 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 pecuriarily or otherwise interested in any contract on transaction of the corproation, provided that the fact that he or such firm so interested shall be disclosed on shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract on transaction shall be taken; will any director of the corporation who is also a director or officer of such other componation on 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 componation or not so interested.

#### ARTICLE X - REMOVAL OF DIRECTOR

Any director on the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

#### ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

Name

Address

JUAN JOSE BECERRA, PRESIDENT

8930 NW 33 Court Road, Miami Florida 33147

#### ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be voted in the Board of Directors, By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not

be altered, amended, or repealed by the Board of Directors.

#### ARTICLE XIII-POWERS

This corporation shall have all powers necessary or convenient to effect its purposes and enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

#### ARTICLE XIV-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22nd day of February of 2008.

DUAN JOSE BECERRA,

PRESIDENT

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

l.	The name of the corporation is:		
	FLORIDA CHICKEN ON THE GRILL CORP.		
2.	The name and address of the Registered Agent and office	is:	
	JUAN JOSE BECERRA	TAT SE(	yo r
	(NAME)	AHA	FCD (
	8930 N.W. 33 Court Road	An C	C Z
	(P O Box or Mail Drop Box NOT Acceptable)	FLORID	- (G- <b>- 1</b> )
	Miami Florida 33147	<b>P</b> E	;
	(CITY/STATE/ZIP)		
	ing been named as Registered Agent and to accept service cess for the above state corporation at the place designa		

Having been named as Registered Agent and to accept service of process for the above state 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 and accept the obligations of my position as Registered Agent.

Juan Breena 2/11/08
(SIGNATURE) (DATE)