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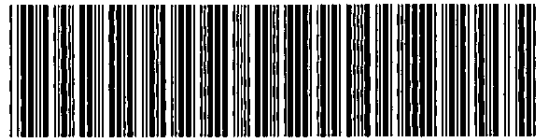
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FILED  
2008 MAR 27 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Burch MAR 27 2008

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: CAFE NINO USA, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☒ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status  
**ADDITIONAL COPY REQUIRED**

FROM: Alberto N. Moris  
Name (Printed or typed)

8700 West Flagler Street, Suite 170  
Address

Miami, Florida 33174  
City, State & Zip

(305) 559 1600  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**OF**  
**CAFE NINO USA, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2008 MAR 27 PM 4: 25

FILED

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is: CAFE NINO USA, INC.

**ARTICLE II – NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this corporation is: Development of Retail Food and Beverage Operations

A) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III – CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having the par value of One (\$.01) Cent currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued.

All shares issued shall be fully paid and non-assessable.

#### **ARTICLE IV – PRE-EMPTIVE RIGHTS**

In the event that any authorized, but un-issued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but un-issued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock are offered for sale, shall have the right to subscribe for the share of such authorized, but un-issued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

#### **ARTICLE V – TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VI – ADDRESS**

The initial address of the principal office of this corporation is to be 8700 West Flager Street, Suite 170, Miami Florida 33174. The Board of Directors may, from time to time, designate such other address and place of the principal office of this corporation as it may see fit.

## **ARTICLE VII – DIRECTORS**

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

## **ARTICLE VIII – INITIAL DIRECTORS**

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

SHAUN NAPIER  
8700 West Flagler Street  
Suite 170-B  
Miami, FL 33174

## **ARTICLE IX – INCORPORATION**

The name and street address of the first Officers and Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

SHAUN NAPIER, PRESIDENT  
8700 West Flagler Street  
Suite 170-B  
Miami, FL 33174

## **ARTICLE X – INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is:

Alberto N. Moris, Esquire  
8700 West Flagler Street, Suite 170  
Miami, FL. 33174

## **ARTICLE XI – CONFLICT OF INTEREST**

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

## **ARTICLE XII – 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, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE XIII – SERVICE OF PROCESS**

All legal service shall be made upon ALBERTO N. MORIS, ESQUIRE, the Registered Agent, at 8700 W. Flagler Street, Suite 170, Miami, Florida 33174.

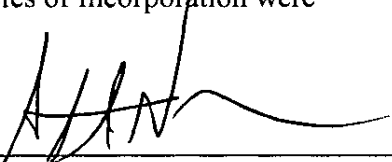
## **ARTICLE XIV – INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served

as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

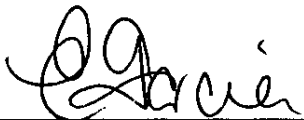
**IN WITNESS WHEREOF**, the foregoing Articles of Incorporation were executed this 26th day of March, 2008.

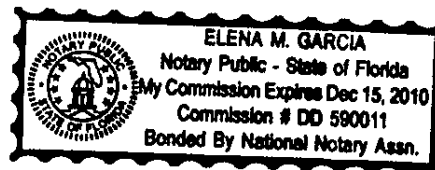
  
By: ALBERTO N. MORIS

STATE OF FLORIDA            )

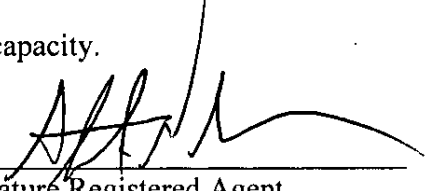
COUNTY OF DADE            )

The foregoing instrument was acknowledged before me this 26th day of March, 2008, by ALBERTO N. MORIS. ALBERTO N. MORIS is personally known to me.

  
NAME:  
My Commission Expires:



I, Alberto N. Moris, having been named as a registered agent to accept service of process for the above stated corporation at 8700 West Flagler Street, Suite 170, Miami Florida 33174, am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature Registered Agent

March 26, 2008