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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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LAW OFFICES  
*Sheldon R. Rosenthal*  
SUITE 1040 CITY NATIONAL BANK BUILDING  
25 WEST FLAGLER STREET  
*Miami, Florida 33130*

TELEPHONE 379-1452  
"FAX" 358-8020  
AREA CODE 305

December 5, 2011

Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation for UBD Portofino Concepts, Inc.,  
a Florida Corporation

Gentlemen:

The undersigned attorney represents UBD Portofino Concepts, a corporation  
to be formed under the laws of the State of Florida.

I am herewith enclosing the following in order to incorporate the company:

1. Original and copy of Articles of Incorporation.
2. My check made payable to Secretary of State, State of Florida, in the  
sum \$78.75.

Please file and return one certified copy to my office for my records.

If you have any questions, please call my office.

Very truly yours,

  
SHELDON R. ROSENTHAL

SRR/lid  
Enclosures  
cc: UBD Portofino Concepts, Inc.

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**ARTICLES OF INCORPORATION**  
  
of  
  
**UBD PORTOFINO CONCEPTS, INC.**

I the undersigned, do hereby agree to form a corporation under and in accordance with the laws of the State of Florida, and do hereby certify as follows:

**ARTICLE I - NAME**

The name of the Corporation shall be:

**UBD PORTOFINO CONCEPTS, INC., a Florida corporation**

**ARTICLE II - PURPOSE**

A. To carry on and engage in the business of buying, selling, renting, leasing, and franchising, of all types of properties whether real or personal, including but not limited to, the construction and operation of restaurants, cafés, and any other establishment dealing in the sale of food and beverages. The corporation shall also be permitted to perform any and all other acts that may be necessary, incidental, or related thereto.

B. To carry on and engage in any type of business or other activity which may be authorized and/or permitted under and by virtue of the laws of the United States of America and of the State of Florida.

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### ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to initially issue capital stock in the amount of One Hundred (100) Shares of Common Stock, having no par value.

### ARTICLE IV - POWERS

The powers of the Corporation shall include but not be limited to those conferred upon it by the by-laws of the Corporation, and by the laws and statutes of the State of Florida.

### ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence in accordance with the laws of the State of Florida.

### ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall initially be located at:  
1201 Brickell Avenue, Suite 430, Miami, Florida 33131

### ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent of the Corporation shall be CARLOS URBANEJA, and the Registered Office shall be located at: 1201 Brickell Avenue, Suite 430, Miami, Florida 33131, or such other person or such other location as the Board of Directors may, from time to time select, with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

### ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject however to the control of the Board of Directors, and subject to the provisions of these

Articles of Incorporation, the by-laws of the Corporation, and the laws of the State of Florida. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be the following:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
CARLOS URBANEJA	President, Secretary, Vice-President and Treasurer	1201 Brickell Avenue, #430 Miami, Florida 33131

#### ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of a minimum of one (1) Director, but in no event shall there be more than five (5) Directors.

#### ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Board of Directors until the first annual meeting of the Corporation, or until the successor or successors thereof are elected and qualified to serve shall be the following:

<u>NAME</u>	<u>ADDRESS</u>
CARLOS URBANEJA, Director	1201 Brickell Avenue, #430 Miami, Florida 33131

#### ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator subscribing to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
CARLOS URBANEJA	1201 Brickell Avenue Suite 430 Miami, Florida 33131	100	\$1,000.00

## ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses, costs, and liabilities, including, but not limited to, attorney's fees incurred or imposed upon such Director or Officer arising out of any proceedings in which he or she is a party or in which he or she becomes involved by reason of his or her being or having served as a Director or as an Officer of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of any other right and privilege to which said Director or Officer may be entitled.

## ARTICLE XIII - VOTING RIGHTS

Except as may otherwise be provided by law, or by agreement of the parties, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the shares of the capital stock of the Corporation.

## ARTICLE XIV - BY-LAWS


The original by-laws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, and at which a majority of the Shareholders are present. Thereafter the by-laws of the Corporation may be amended, altered or rescinded by a majority vote of the Shareholders of the Corporation. Amendments to the by-laws or to the Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the by-laws of the Corporation, and as otherwise provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami-Dade  
County, Florida, this 21<sup>st</sup> day of December, 2011.

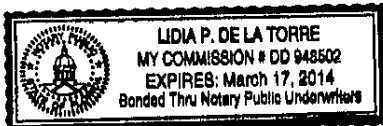
  
\_\_\_\_\_  
CARLOS URBANEJA

STATE OF FLORIDA       )  
                                      ) ss  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of  
December, 2011, by CARLOS URBANEJA, who is personally known to me or has  
produced his driver's licenses as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My Commission Expires:



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
DEC 27 AM 11:38

**CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT**

***Having been named as registered agent to accept service of process for the above  
stated corporation at the place designated in this certificate, I am familiar with and  
accept the appointment as registered agent and agree to act in this capacity***

  
\_\_\_\_\_  
Required Signature/Registered Agent  
CARLOS URBANEJA

12-21-11  
\_\_\_\_\_  
Date