

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : PAGIO'S & ASSOCIATES, LLC
Account Number : I20100000043
Phone : (305) 397-8553
Fax Number : (305) 397-8521

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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DIVISION OF CORPORATIONS
14 FEB 28 PM 2:00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION
Y&M PRIME FOODS CORP.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

3/2/14

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF Y&H PRIME FOODS CORP.

We, the undersigned, all of whom are legal to age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporation.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: Y&H PRIME FOODS CORP.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business will be Juice Bar and Related Activities and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural might or could do, and in addition there to engage in any activity or business permitted under the laws of the State of Florida, viz:

- a) Juice Bar and Related Activities:
- b) To purchase, manufacture, acquire, hold, own, sell, assign transfer, invest in, trade real and personal property of every kind of description.
- c) To subscribe for, purchase, invest in, hold, own assign, pledge and otherwise dispose of shares of capital stock, bond, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any person, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities any and all rights, powers and privileges of individual ownership including to right to vote thereon, to issue bonds and other obligations, and to secure the same pledging or mortgaging the

H14000049497 3

whole or any part of the property of the company, and to sell such bonds and other obligations for the proper corporate purposes, and to do any all acts and things tending to increase the value of the property at any time held by the company.

- d) To acquire, hold, undertake and fully exploit the good-will, property rights franchises and assets of every kind, and the liabilities of any persons, firm, association or corporations, either wholly or partly and to pay for cash, stocks, or bonds of the company or otherwise.
- e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business right or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.
- f) In any manner to acquire, enjoy utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and there under.
- g) To conduct business and operations and to have one or more offices and hold, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories possessions, and dependencies of the United States, District of Columbia, and in any and all foreign countries.
- h) To purchase or otherwise acquire, become interested in deal and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account upon realize as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences or indebtedness, leases options certificates of interest, participation certificates, voting trust certificates, evidencing shares of interest or interest in common law trust and trust states or associations, certificates of trust or beneficial interest in trust and trust states or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and undertake, carry on, aid, assist or participate in the organizational liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.
- i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent with power to let contracts for any such advertising and to make and carry out contracts of every kind any nature that may be conducive to accomplishments of any purpose of the Corporation.

H14000049497 3

- j) To do any and all things, and everything necessary and proper for the accomplishments of the objects, enumerated in these Articles of Incorporations or any amendment thereto necessary and incidental to the protection and benefit of the corporation in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are here included.

ARTICLE III CAPITAL STOCK

The capital stock of this corporation shall be 100 shares, par value, and common stock. This stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: These stocks may not be transferred on the books of the corporation without first giving the right of purchase for ten (10) days prior thereto to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders of record at the same price and terms of any bona fide offer which the holder may desire to.

All of said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than \$ 100,000 dollars.

ARTICLE V CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The Principal place of business of said corporation shall be:

1717 N BAYSHORE DRIVE, STE 119
MIAMI, FL 33132

H14000049497 3

ARTICLE VII**BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders however, this Corporation shall have no less than one (1) Director at any time.

ARTICLE VIII**DIRECTORS**

The name and post office addresses of the first board of directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME		ADDRESS
PEIBY BALLAN	(President)	1717 Bayshore Drive, Ste. 119 Miami, FL 33132
HAFITD TREJOS	(Vice President)	1717 Bayshore Drive, Ste. 119 Miami, FL 33132

ARTICLE IX**SUSCRIBERS**

The name and post office address of the subscriber(s) executing these Articles of Incorporation is as follows:

NAME		ADDRESS
PEIBY BALLAN	(President)	1717 Bayshore Drive, Ste. 119 Miami, FL 33132
HAFITD TREJOS	(Vice President)	1717 Bayshore Drive, Ste. 119 Miami, FL 33132

H14000049497 3

ARTICLE X

This Corporation reserves the right to amend, alter change or repeal any provision contained in these Articles, of Incorporations, in the manner now or hereafter prescribed by Statute or set out in the corporate By Laws, so long same does not conflict with the Florida Statutes.

The Directors of this corporation shall have the power to make or amend the By Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XI

Board of Directors shall control the officers of the corporation, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may Hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall in lieu of the original Incorporations, assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

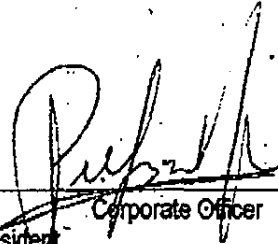
ARTICLE XII**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be: **PAGIO'S & ASSOCIATES, LLC** at 1040 71st Street Ste. 103 Miami Beach, FL 33141

IN WITNESS WHEREOF, we undersigned being each of original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and respectfully agree to take the number of share hereinabove set forth, and hereunto set out hands and seal, this February 27, 2014.

H14000049497 3

Signature

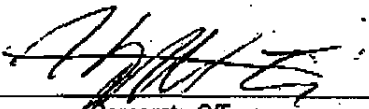


Corporate Officer

Title: President

Date: February 27, 2014.

Signature



Corporate Officer

Title: Vice President

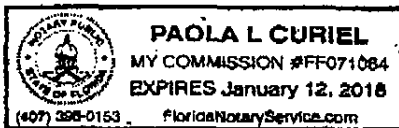
Date: February 27, 2014.

STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared: Peiby Ballan & Hafid Trejos to me to know to be the person(s) described in, and who executed the foregoing Articles of Incorporation, and who after being by me first duly sworn upon oath, depose and say, and do acknowledge before me, that the said Articles to be the Act and Deed of the signors respectively and respectfully, and the facts and matters therein set forth are true and correct.

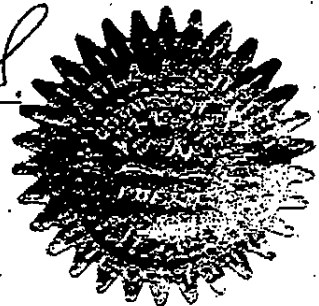
Witness my hand and official seal at, Florida, This February 27, 2014.

My commission expires:





NOTARY PUBLIC
State of Florida



At Large

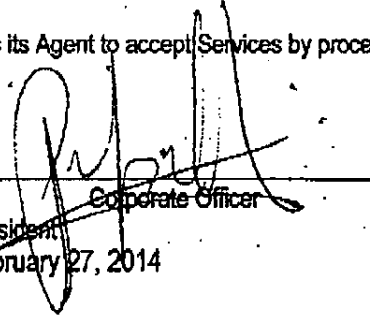
Certificate designating place of Business or domicile for the service of process within Florida, naming Agent upon may be served in compliance with section 49.091 Florida Statutes, the following is submitted.

First that **Y&H PRIME FOODS CORP.** desiring to organize or qualify under the Laws of the State of Florida with its principal place of Business at Miami, State of FLORIDA has named **Pagio's & Associates, LLC,**

H14000049497 3

1040 71st Street, # 103 Miami Beach, FL 33141 State of Florida, as its Agent to accept Services by process within Florida

Signature

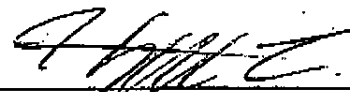


Corporate Officer

Title: President

Date: February 27, 2014

Signature



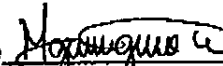
Corporate Officer

Title: Vice President

Date: February 27, 2014

Having been named to Accept Service of Process for the above Stated Corporation at the place designated in this Certificate. I hereby agree to Act in this capacity, and I further agree to comply the provisions of all Statutes relative to the proper and complete performance of my Duties.

Signature



Name: Manuel Guerra

Title: Registered Agent

Date: February 27, 2014