

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : JAMES A. CUEVA, PL
Account Number : I20140000014
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****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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FLORIDA PROFIT/NON PROFIT CORPORATION

The Falls Crepes Miami, Inc.

Certificate of Status	1
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5/20/14

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE FALLS CREPES MIAMI, INC.**

ARTICLE I - NAME

The Name of the corporation shall be: The Falls Crepes Miami, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be: 8888 SW 136 Street, Unit 500, Miami, FL 33186.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is: to operate a French cuisine inspired café featuring crepes, coffee drinks and refreshments, and to conduct such other lawful business incidental to the operation of the café as the directors of the corporation shall from time to time authorize.

ARTICLE IV - SHARES

The number of shares of stock is: Ten Thousand (10,000) shares, with a par value of \$0.001 per share.

ARTICLE V - INITIAL DIRECTORS AND OFFICERS

The initial directors and officers of the Corporation are as follows:

Carlos Vargas, President & Director
c/o The Falls Crepes Miami, Inc.
8888 SW 136 Street, Unit 500
Miami, FL 33186

Andrea Loeffler, Secretary, Treasurer & Director
c/o The Falls Crepes Miami, Inc.
8888 SW 136 Street, Unit 500
Miami, FL 33186

ARTICLE VI - REGISTERED AGENT

The initial registered agent of the Corporation shall be:

James A. Cueva, PL
2665 S. Bayshore Drive, Suite 800
Coconut Grove, FL 33133

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ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

James A. Cueva, Esq.
James A. Cueva, PL
2665 S. Bayshore Drive, Suite 800
Coconut Grove, FL 33133

ARTICLE VIII - EFFECTIVE DATE

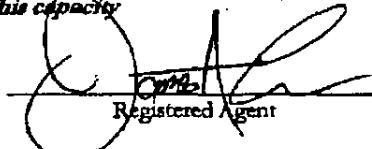
The effective date of these Articles of Incorporation shall be May 16, 2014 or the date they are received for filing, whichever is earlier.

ARTICLE IX - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify, defend and hold harmless any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation) or who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative), by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The Corporation shall, if so requested by a director or officer, advance expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to indemnification. The Corporation may advance expenses (including attorneys' fees) incurred by an employee or agent in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors deems appropriate.

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

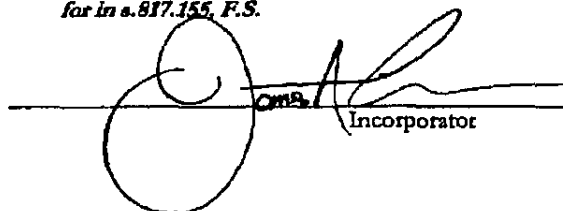


Registered Agent

5/17/2014

Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.917.155, F.S.



Incorporator

5/17/2014

Date

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