

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAV STREET  
TALLAHASSEE, FL 32304  
904-222-9171  
904-222-0393 FAX

800-342-8086



MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 515371 81256A

AUTHORIZATION : STATE FEES PREPAID

COST LIMIT : \*

ORDER DATE : December 30, 1994

ORDER TIME : 10:47 AM

ORDER NO. : 515371

CUSTOMER NO: 81256A

CUSTOMER: William P. McCaughan, Esq  
WILLIAM P. MCCAUGHAN  
LAW OFFICES  
Suite 2803, World Trade Center  
80 S.w. Eighth Street  
Miami, FL 33130

100001366431  
-12/30/94--01045--019  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: ELSY'S GOURMET, INC.

*Not This Incorporator must have a business street address.*

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

*DM*  
1-3-95  
02/A

RECEIVED  
94 DEC 30 PM 12:24  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
FILED  
94 DEC 30 AM 9 44  
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 30, 1994

*File Date needed*

CORPORATION INFORMATION SERVICES INC.  
1201 HAYS ST.  
TALLAHASSEE, FL 32301

SUBJECT: ELSY'S GOURMET, INC.  
Ref. Number: W94000027686

RECEIVED  
95 JAN -3 AM 9:30  
DIVISION OF CORPORATIONS

We have received your document for ELSY'S GOURMET, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE INCORPORATOR MUST HAVE A BUSINESS STREET ADDRESS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6930.

Tim Murphy  
Corporate Specialist

Letter Number: 294A00054991

*Resubmit  
1-3-95*

**ARTICLES OF INCORPORATION  
OF ELSY'S GOURMET, INC.**

FILED  
94 DEC 30 AM 9:44  
SECRETARY  
TALLAHASSEE  
20/23

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation shall be ELSY'S GOURMET, INC.

**ARTICLE II  
PURPOSE**

The purposes and general nature of the business to be conducted and transacted by the corporation shall include, without limitation, the following:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.
- B. To prepare food products for sale and distribution.
- C. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- D. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.
- E. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.
- F. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be

provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

G. To represent foreign manufacturers for sales in the United States, to arrange and enter into sales contracts, to arrange importation and financing of foreign products and all other incidental operations which are either necessary or desirable in connection with the above operation.

H. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### **ARTICLE III**

#### **STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of no par value.

### **ARTICLE IV**

#### **CAPITAL**

The amount of capital with which this corporation shall begin business shall be \$10,000.00.

### **ARTICLE V**

#### **DURATION**

The existence of this corporation shall be perpetual.

### **ARTICLE VI**

#### **PRINCIPAL OFFICE**

The principal office of this corporation shall be located at 2000 So. Miami Avenue, Miami, County of Dade, State of Florida.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of not less than 1 and not more than 3 members.

## **ARTICLE VIII**

### **DIRECTORS**

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

<b>NAME</b>	<b>ADDRESS</b>
<b>ELSA VICTORIA DE SILVA</b>	2000 So. Miami Avenue Miami, FL 33129
<b>KITTY KIRBY</b>	881 Ocean Drive Key Biscayne, FL 33149
<b>ANA MARIA CABALLERO</b>	775 S. Mashta Drive Key Biscayne, FL 33149

## **ARTICLE IX**

### **REGISTERED AGENT**

The registered agent and the registered office for this corporation is:

**FERNANDO SILVA**  
2000 So. Miami Avenue  
Miami, FL 33129

## **ARTICLE X**

### **OFFICERS**

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

<b>ELSA VICTORIA DE SILVA</b>	<b>-President</b>
<b>KITTY KIRBY</b>	<b>-Vice President</b>
<b>ANA MARIA CABALLERO</b>	<b>-Secretary/Treasurer</b>

## ARTICLE XI

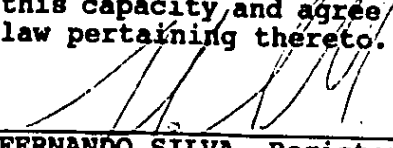
### ELECTIONS

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the stockholders at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

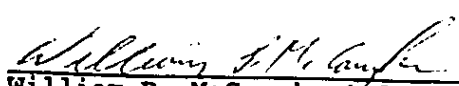
## ARTICLE XII

### ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
FERNANDO SILVA, Registered Agent

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.


  
William P. McCaughan, Incorporator

World Trade Center, Suite 2803, 80 S.W. Eighth Street  
Miami, FL 33130

STATE OF FLORIDA  
COUNTY OF DADE

I hereby certify that on this day personally appeared to me well known to be the same persons described in and who executed these Articles of Incorporation, and they acknowledged the Articles to be the act and deed of the incorporator and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this 29th day of December, 1994.

  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES NOV. 17, 1995  
BONDED THRU GENERAL INS. CO.

**STATE OF FLORIDA  
DEPARTMENT OF STATE**

**Certificate of Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.**

-----  
The following is submitted, in compliance with Chapter 48.061 Florida Statutes:

ELSY'S GOURMET, INC. a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 2000 So. Miami Avenue, in the City of Miami, County of Dade, State of Florida, has named FERNANDO SILVA, located at 2000 So. Miami Avenue, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

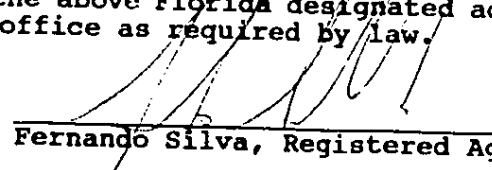
**OFFICERS:**

NAME	TITLE	ADDRESS
ELSA VICTORIA DE SILVA	President	2000 So. Miami Avenue Miami, FL 33129
KITTY KIRBY	Vice President	881 Ocean Drive Key Biscayne, FL 33149
ANA MARIA CABALLERO	Secretary/Treasurer	775 S. Mashta Drive Key Biscayne, FL 33149

**DIRECTORS:**

NAME	TITLE	ADDRESS
ELSA VICTORIA DE SILVA	President	2000 So. Miami Avenue Miami, FL 33129
KITTY KIRBY	Vice President	881 Ocean Drive Key Biscayne, FL 33149
ANA MARIA CABALLERO	Secretary/Treasurer	775 S. Mashta Drive Key Biscayne, FL 33149

**ACCEPTANCE:** I agree as Resident Agent to accept Service of Process: to keep my office open during prescribed hours, and to post my name (and any member of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
Fernando Silva, Registered Agent

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION  
FOR  
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

APPROVED  
AND  
FILED

95 SEP 29 PM 4:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000000030**

1. Corporation Name

**ELSY'S GOURMET, INC.**

Principal Place of Business

**3000 SOUTH MIAMI AVE.  
MIAMI FL 33129**

Mailing Address

**3000 SOUTH MIAMI AVE.  
MIAMI FL 33129**

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, If Applicable

**2608 NW 21 Terr**

Suite, Apt. #, etc.

3. New Mailing Office Address, If Applicable

**2608 NW 21 Terr**

Suite, Apt. #, etc.

City & State

**MIAMI, FL**

Zip

**33142**

Country

**DADE**

City & State

**MIAMI, FL**

Zip

**33142**

Country

**DADE**

DO NOT WRITE IN THIS SPACE

4. Date Incorporated or Qualified  
To Do Business in Florida

**12/30/1994**

5. FEI Number

**APPLIED FOR**

☒ Applied For

☐ Not Applicable

6. CERTIFICATE OF STATUS DESIRED ☐

\$6.75 A fee is charged for this certificate.

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
DP	DE SILVA, ELSA V	2000 S. MIAMI AVE.	MIAMI FL 33129
DV	KIRBY, KITTY	881 OCEAN DR.	KEY BISCAYNE FL 33140
DST	CABALLERO, ANA M	775 S. MASHTA DR.	KEY BISCAYNE FL 33140

**REINSTATEMENT 95**

8. Name and Address of Current Registered Agent

**SILVA, FERNANDO  
2000 SOUTH MIAMI AVE.  
MIAMI FL 33129**

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State  
**FL**

Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of  
Registered Agent

REGISTERED AGENT MUST SIGN

Date

11. If this corporation is a non-profit with I.R.S. 501(c)(3) tax exempt status, check this box ☐ (See other side for additional information.)

12. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☒ No ☐ (See other side for additional information)

13. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability or non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

**Sept 26, 1995 (305) 633-1800**