

P9500006500

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. 87 AVENUE #16

(Address)

MIAMI, FLORIDA 33174 (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

000001392500  
-01/30/95--01030--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

(904) 385-6735

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CAFE TROPICO DE MIAMI, INC.  
(Corporation Name) (Document #)
2. THE MIAMI TROPICAL CAFE, INC.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

1/25/95  
Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
CAFE TROPICO DE MIAMI, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:  
CAFE TROPICO DE MIAMI, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) / Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Jose Ig. Spencer  
8260 S.W. 32 Terr  
Miami, Fl 33155

The Principal office shall be:

8260 S.W. 32 Terr  
Miami, Fl 33155

#### ARTICLE VI

The initial Board of Directors shall consist of a total of three (3) person, and the name and address of the person who is to serve as an initial director is:

Jose Ig. Spencer	President	40%
Patricia Spencer	Vice-President	40%
Ernesto Jimenez	Secretary	20%

8260 S.W. 32 Terr  
Miami, Fl 33155

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

Jose Ig. Spencer

Ernesto Jimenez

8260 S.W. 32 Terr

Miami, FL 33155

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 24 day of January, 1995.

Jose Spencer      Ernest Jimenez

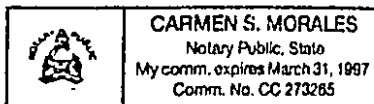
STATE OF FLORIDA    }  
COUNTY OF DADE     } SS.

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Jose Ig. Spencer & Ernesto Jimenez known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 24 day of January, 1995.

Carmen S. Morales  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CAFE TROPICO DE MIAMI, INC.

2. The name and address of the registered agent and office is:

Jose Iq. Spencer

(NAME)

8260 S.W. 32 Terr

(P.O. BOX NOT ACCEPTABLE)

Miami, Fl 33155

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*Jose Iq. Spencer*

DATE

1-24-95

JAN 24 1995  
FRI  
95 01 24

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FILED

95 DEC -8 PM 1:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CHIEF CLERK

12/08/95 01:01 0.3

OFFICE USE ONLY \*\*\*\*\* 00.00 \*\*\*\*\* 05.00

LAZARUS CORPORATE INDUSTRIES, INC.  
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE: 16  
(Address)

MIAMI, FLORIDA 33174 (305)552-5973  
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6715

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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<input type="checkbox"/>	Other

N. HENDRICKS DEC - 8 1995

Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED

95 DEC -8 PM 1:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CAFE TROPICO DE MIAMI, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

ARTICLE VI-DIRECTORS

THE BOARD OF DIRECTORS WILL READ AS FOLLOWS:

80%(P/VP) JOSE I. SPENCER 8260 S.W. 32 TERR., MIAMI, FL 33155

20X(S) ERNESTO JIMENEZ 8260 S.W. 32 TERR., MIAMI, FL 33155

THE VICE-PRESIDENT OF THE CORPORATION WILL BE DELETED  
PATRICIA SPENCER 8260 S.W. 32 TERR., MIAMI, FL.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 12/5/95.

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

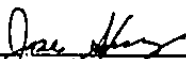
"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 07 day of DECEMBER, 19 95.

Signature



(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOSE I. SPENCER

Typed or printed name

( PRESIDENT )

Title



P95000006500

FILED

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

96 JAN 31 AM 8:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01/31/96--01007--0002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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56 JAN 31 PM 3:02  
DIVISION OF CORPORATION

N. HENDRICKS FEB - 1 1996

Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

CAFE TROPICO DE MIAMI, INC.

(present name)

**FILED**  
96 JAN 31 11 08 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

ARTICLE VI-DIRECTORS

THE BOARD OF DIRECTOR WILL READ AS FOLLOWS:

80%(P/VP) Jose I. Spencer	8260 S.W. 32 Terr., Miami, Fl 33155
10%(S) Teresa Spencer	8260 S.W. 32 Terr., Miami, Fl 33155
10%(T) Rafael Spencer	8260 S.W. 32 Terr., Miami, Fl 33155

THE SECRETARY OF THE CORPORATION WILL BE DELETED  
ERNESTO JIMENEZ 8260 S.W. 32 Terr., Miami Fl 33155

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 1-26-96.

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26 day of January, 1996.

Signature

Jose I. Spencer  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jose I. Spencer

Typed or printed name

(PRESIDENT)

Title