

995000007249

JAN-26-1995 1012 FROM EMPIRE TO FLORIDA DIV CORP ELT F1 P.25

1/26/95

FLORIDA DIVISION OF CORPORATIONS

5:38 PM

PUBLIC ACCESS SYSTEM

(((H95000001104)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135- 311-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

(((H95000001104)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MAMA LENA'S, INC.

FAX AUDIT NUMBER: H95000001104

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/26/1995

TIME REQUESTED: 17:38:17

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 9

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003265

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000001104)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:04:

RECEIVED

JAN 27 AM 8:12

STATE OF FLORIDA

[Handwritten signature]

[Faint handwritten notes]

ARTICLES OF INCORPORATION

OF

⑨

MAMA LENA' S, INC.

H9 500 000110 4

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. - NAME

The name under which this corporation will conduct its business and be known and recognized is:

MAMA LENA' S INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

Restaurant

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this Corporation is authorized to have outstanding any one time are

Sixty (60) Shares No Par Value.

Carlos A. Santos II FBN. 249009
Attorney at Law (305) 441.8848
6780 Coral Way, 2nd Floor
Miami, FL 33155

H9 500 000110 4

H9 500 000110 4

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment for the issuance of shares.

All the aforementioned stocks to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect take place.

ARTICLE V - ADDRESS

The initial place of business address of this corporation in the State of Florida is:

500 S.W. 121 Ave., Miami, Fla. 33184

The registered office address for this corporation in the State of Florida will be:

500 S.W. 121 Ave., Miami, Fla. 33184

Its registered agent:

Carlos Davila

H9 500 000110 4

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - SHAREHOLDERS

Shareholders meetings will take place once a year or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in not even shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have 2 Directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer

H9 500 000110 4

H9 500 000110 4

H9 500 000110 4

of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

H9 500 000110 4

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are director individually, or any firm of which any directors or officers of, such other corporation; any director may be a member, may be party to, or may pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of

H9 500 000110 4

Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>SHARES</u>	<u>ADDRESS</u>
Carlos Davila	60	500 S.W. 121 Ave. Miami,
Edwin Planel		500 S.W. 121 Ave. Miami,

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Carlos Davila Pres. Owner	500 S.W. 121 Ave. Miami, Fla.
Edwin Planel Sec.	500 S.W. 121 Ave. Miami, Fla.

H9 500 000110 4

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this

20th day of *December* 19*74*.

Charles R. Daulton (SEAL)

Edwin K. Claulf (SEAL)

_____ (SEAL)

_____ (SEAL)

H9 500 000110 4

H9 500 000110 4

H9 500 0001104

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PPROCESS MAY BE SERVED.

In pursuant to Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First That Mama Lena Inc.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami County of Dade State of Florida has named, Carlos Davila located at 500 S.W. 121 Ave County of Dade , State Florida, as its agent to accept services of process within the State.

ACKNOWLEDGMENT,

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Carlos R. Davila
Resident Agent

H9 500 000110 4

H9 500 000E104

STATE OF FLORIDA SS
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared Carlos Davila, Edwin Planel to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribe to these Articles of Incorporation.

IN WITNESS THEREOF I set my hand and official seal in the County and State named above this 22 day of January 1974.
My commission expires:

Myra Roberts
Notary Public

H9 500 000110 4

DEC NUM (P95000007249) ; (FEEL. NUM 65-0551040)

5/20/96

TO: DIR. OF CORP.
P.O. Box 1327
Tallahassee, FL. 32314.

FM: CARLOS R. DAVILA
500 S.W. 121 AVE
MIAMI, FL. 33184.

P95000007249

RE: TO inform the DIR. OF CORP. OF THE STATE
OF FL., that when the corp. of MAMA LENA'S
DELI. / RESTAURANT WAST processed it was done
with the address of 500 S.W. 121 AVE. MIAMI,
FL. 33184. The address is now different and has
changed, it now is 1180 S.W. 57 AVE. WEST
MIAMI, FLORIDA. 33144.

(CHANGE-OF-ADDRESS)

(FM:) 500 S.W. 121 AVE. MIAMI, FL. 33184.

(TO:) 1180 SW 57 AVE. WEST MIAMI, FL. 33144.

Thank you;

x Carlos R. Davila
(PRESIDENT)

Wpd 5/23/96
New AR