

P95000013434

December 21, 1994

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
12/22/94

To Whom It May Concern:

Enclosed you will find a check for \$122.50 for the filing of the Articles of Incorporation of BISCAYNE CONSTRUCTION AND DEVELOPMENT, INC. The check submitted consists of:

\$35.00	Filing Fee
35.00	Designation of Registered Agent
52.50	Certified Copy
122.50	Total

Please expedite the processing of these documents and do not hesitate to call me if there is any problems.

Sincerely,


Stefan A. Drexler

Tel: 305-532-7247

~~was 570~~

Dmc
2/16/95

Called 1-19-95
message

FILED
55 JAN -9 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1995

STEFAN A. DREXL
800 WEST AVENUE
SUITE 412
MIAMI BEACH, FL 33139

SUBJECT: BISCAYNE CONSTRUCTION AND DEVELOPMENT, INC.
Ref. Number: W9500000570

Upon receipt of your letter and check(s) totaling \$122.50, no document was found. Please send your document with any fees due to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Please return a copy of this letter to ensure your money is properly credited.

Please return the enclosed check for \$122.50 or a newly issued check with your corrected document.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 495A00003913

2/1/95 65-0541578

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BISCAYNE CONSTRUCTION AND DEVELOPMENT, INC.

1. The undersigned incorporator of this corporation under the Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE
Name

The name of this corporation is: BISCAYNE CONSTRUCTION AND DEVELOPMENT, INC.

ARTICLE II
Purposes

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

To purchase, lease, or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within or without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, plants and commissaries to be used in or in connection with its business. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business to secure the same by mortgage or mortgages, or deed or deed of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the Corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

To manufacture, purchase, or acquire in any lawful manner and to hold, own, manufacture, produce, sell, transfer, or in any manner dispose of, and to deal, sell and trade in goods, wares, merchandise, and property of any and every kind, class, and description, and to carry on such business as franchisors, licensors, wholesalers, retailers, importers, and exporters, and to acquire all such merchandise, supplies, materials, trademarks, patents, copyrights, and other articles as shall be necessary or incidental to such business;

To apply for, purchase, or in any manner acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements, and processes used in connections with or secured under any trademark, letters, patent, or copyrights of the United States or other countries, or otherwise, and to manufacture and sell products under any trademark, letters, patent or copyrights, and grant licenses to do the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them.

To carry on the business of import and export of general merchandise for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as brokers, commissioners, factors, franchisors, franchisees, and agents for the buyers and sellers, both foreign and domestic, merchandise of every kind and nature, and to sell, purchase, and deal in with merchandise of every kind or nature.

To acquire the goodwill, rights, and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, associations, or corporation; to pay for the same in cash, the stock of this corporation, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make, and perform contracts of every kind with any person, firm, association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, body politic, country, territory, state, government, or colony or dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations or securities, to issue its own shares of stock, bonds, notes, debentures, or other evidences of indebtedness and obligations and to certify for the redemption of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or obtained by it, and while the owner or holder of such stocks, bond notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts to exercise all the rights of ownership in respect thereof, and to the extent now or hereafter permitted by law, to and by

may, subdivide, reorganize, or otherwise stock raising, creating, or responsible for any such stocks, bonds, notes, debentures, evidences of indebtedness, obligation, securities, certificates or receipts.

To have officers, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount. To engage in the import and export of food stuffs for sale at the wholesale and retail level and to sell food stuffs in the wholesale and retail level.

In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

And further, to do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, and to do all the acts and things and conduct and carry on all business and enterprises to do the same extent as any natural person which is not specifically prohibited by law of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possessions of the United States, and in all foreign countries.

ARTICLE III Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock of One (\$1.00) Dollar par value.

ARTICLE IV Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares and Preferred Shares, unless otherwise indicated by issuance of such shares.

ARTICLE V Duration

This corporation is to have perpetual existence commencing on the date of ~~execution of these Articles of Incorporation~~ filing of these Articles of Incorporation.

ARTICLE VI Preemptive Right

Any shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof as soon as it may be done without payment of fractional shares at the price at which the offering is then

ARTICLE VII
Initial Principal and Registered Office and Agent

The street address of the principal and registered office of this corporation is: 800 West Avenue; Suite 412, Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation at that address is: Stefan A. Drexel

ARTICLE VIII
Directors

The initial number of directors of this corporation shall be one (1). The number of directors may be either increased or decreased from time to time by the By Laws but shall never be less than one (1). The names and addresses of the number of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME	ADDRESS
STEFAN A. DREXEL	800 WEST AVENUE SUITE 412 MIAMI BEACH, FLORIDA 33139

ARTICLE IX
Subscribers

The name of the subscriber of these Articles of Incorporation are as follows:

NAME	ADDRESS
STEFAN A. DREXEL	800 WEST AVENUE SUITE 412 MIAMI BEACH, FLORIDA 33139

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Records and Documents

The corporation shall have the further right and power to: From time to time determine whether and to what extent and what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its bylaws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and directors shall have power, if the law so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the state of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED THIS 25 DAY OF December 1994

STEFAN A. DREXEL

(SEAL)

(SEAL)

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared

STEFAN DREXEL

known to be the described person in and who executed the foregoing certificate of Incorporation, and who acknowledged before me, according to law, that HE made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami Beach, Dade County, Florida, this 23 day of DECEMBER 1994

23
Willa Pat

NOTARY PUBLIC
State of Florida at Large
My Comm. Exp. 12/31/95



WILLIAM A. PATSIS
My Comm Exp. 9/10/96
Bonded By Service Ins
No CC226998

X-1176-118

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT BISCAYNE CONSTRUCTION AND DEVELOPMENT, INC., Incorporated desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 800 West Avenue; Suite 412; Miami Beach, FL 33139 and Stefan A. Drexel as its agent to accept service of process within Florida.

Signature

STEFAN A. DREXL

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 with the provisions of all statutes relative to the proper and complete performance of duties.

Signature

STEFAN A. DREXL

Title: Registered Agent
Date: December 21, 1994