

P95000017595
ANDRÉS A. QUINTERO, P.A.

MEMBER OF THE
AND MONROE, FLORIDA

OFFICE OF THE
MONROE, FLORIDA 33601
TELEPHONE (904) 241-1111
FAX (904) 241-1112

February 27, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

40900017595
03/01/95 11:00 AM
***122.50 ***122.50

RE: JOHNNY'S LATIN AMERICA, INC.

Dear Sir,

Enclosed please find the original and one copy of the Articles of Incorporation relating to the above styled corporation. Also, enclosed is a check in the amount of One Hundred and Twenty Two (\$122.50) Dollars and Fifty Cents made payable to the Secretary of State, for the filing fee, registered agent fee and certified copy.

It is important that the enclosed articles are filed immediately upon receipt. Please return the certified copy in the self addressed stamped envelope.

Thank you for your prompt and courteous attention to this matter.

Sincerely,

Antonio Ferbeyre

ANTONIO FERBEYRE

GM/ih
Encls.

JB 3/3/95
FILED
1995 FEB 28 11:30 AM
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOHNNY'S LATIN AMERICA, INC.

FILED
1935 MAR -1 PM 3:00
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

ARTICLE ONE

The name of the corporation shall be JOHNNY'S LATIN AMERICA, INC.

ARTICLE TWO

The Corporation shall have perpetual existence, unless sooner terminated according to law. The corporate existence shall commence immediately.

ARTICLE THREE

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

(a) To engage in general business of cafeteria/restaurant to the general public including all ramifications and any other legal purpose . . .

(b) To engage in all types of marketing and promotional activities for the benefit of the corporation.

(c) Purchase, lease, sub-lease, permit, improve, manage, and operate, mortgage, sell, convey, or otherwise, dispose of real and personal property within or outside the State of

Florida, and any interest therein necessary or convenient for the purposes herein expressed.

(d) Borrow money with or without pledge of, or mortgage all or any of its real or personal property whenever it is necessary or convenient for the purposes herein expressed.

(e) Contract and employ the necessary personnel or staff to carry out the purposes of the corporation.

(f) Purchase, subscribe for, or otherwise, secure or acquire, and hold the shares, stocks or obligations of any corporation, and sell or exchange the same or upon the distribution of assets or division of profits, to distribute such shares or obligations or proceeds thereof among the stockholders of this corporation.

(g) Subscribe for, underwrite, and participate in underwriting, purchase, invest in, hold, own, sell, assign, transfer, pledge, mortgage, exchange, or otherwise dispose of notes, bonds, mortgages, debentures, stocks of other corporations and other securities, obligations, contracts and evidence of indebtedness, or investments, with full power to borrow such monies as it may require for the purpose of its business; to issue in any denominations its own bonds, debentures or other obligations secured by mortgages, or otherwise, on real or personal property, or unsecured.

(h) To engage in any lawful activity, trade or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE FOUR

The aggregate number of shares of capital stock that the corporation shall have the authority to issue is One Hundred (100), with a par value of One Dollar (\$1.00) per share. The shares of the corporation are not to be divided into classes, nor is the corporation authorized to

issue shares in series.

ARTICLE FIVE

The name and street address of the initial registered agent and registered principal office of the corporation are as follows:

**ANTONIO FERBEYRE
240 East First Avenue
Suite #123
Hialeah, Florida 33010**

The corporation shall have the privilege of opening branch offices at any other place within or without the State of Florida, and the Board of Directors may from time to time move the principal office to another address in Florida, pursuant to the procedures prescribed by law.

ARTICLE SIX

The initial Board of Directors of the corporation shall consist on one member who shall serve until his successor is elected and qualified at the first annual meeting of stockholders. The name and address of the initial Director is as follows:

**ANTONIO FERBEYRE
240 East First Avenue
Suite #123
Hialeah, Florida 33010**

A Board of Directors consisting of at least one and not more than three (3) shall be elected at the first annual meeting of stockholders and at each annual meeting thereafter. Unless otherwise provided by law, the entire voting power to elect Directors and for all purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights

of the corporation.

ARTICLE SEVEN

The following named individuals shall be the Officers of the corporation for the first year of its existence, or until their successors are elected by the Board of Directors:

ANTONIO FERBEYRE
240 East First Avenue
Hialeah, Florida 33010

ARTICLE EIGHT

The corporation shall have all the powers enumerated for a corporation under the laws of the State of Florida.

ARTICLE NINE

The corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by law.

ARTICLE TEN

The name and address of the incorporator is as follows:

ANTONIO FERBEYRE
240 East First Avenue
Suite #123
Hialeah, Florida 33010

ARTICLE ELEVEN

The corporation specifically reserves the right to amend, alter or repeal any or all provisions contained in these Articles in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, on the 27 day of February, 1995, and does hereby certify that the facts and matters hereinabove set forth are true and correct to the best of my knowledge and belief.


ANTONIO FERBEYRE

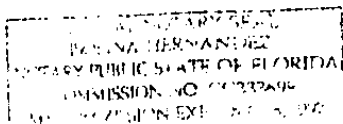
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ANTONIO FERBEYRE, to me well known to be the person described in and who subscribed these Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, Dade County, Florida, this 27 day of February, 1995.

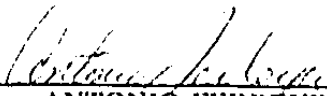

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent to accept service of process for JOHNNY'S LATIN AMERICA, INC., at the place designated in the Articles of Incorporation hereinabove set forth, I hereby agree to act in this capacity; and further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a Registered Agent.



ANTONIO FERBEYRE
240 East First Avenue
Suite #123
Hialeah, Florida 33010

FILED
1995 MAR -1 PM 3:00
TALLAHASSEE, FLORIDA

P95000017595

*Line Officer of
Jesús J. Fernandez Esq.
Attorney at Law • Abogado
The Professional Plaza
330 S.W. 27th Avenue, Suite 600
Miami, FL 33135*

OFFICE USE ONLY

500001502435
-05/31/95--01100--001
*****70.00 *****35.00

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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 checked="" 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 30 PM 2:30

SH 6/8

Examiner's Initials



Florida Department of State, Jim Smith, Secretary of State
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF DADE

I, Antonio Ferbeyre after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Antonio Ferbeyre, hereby resign as Director of
(Title)

Johnny's Latin America, Inc., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

Antonio Ferbeyre
Signature of resigning officer/director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 30 PM 2:30

Sworn to and subscribed before me this 19th day of May - 1995.



FERMIN J. FERNANDEZ
My Commission CC448222
Expires Mar. 20, 1999
Bonded by HAI
800-422-1555

NOTARY PUBLIC

My Commission Expires: _____

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E044 (7-90)

P95000017595

Law Office of
Fernando J. Fernandez Esq.
Attorney at Law • Abogado
The Professional Firm
330 NW 27th Avenue, Suite 600
Miami, FL 33135

OFFICE USE ONLY

700001502437
-05/31/95--01100--001
*****70.00 *****35.00

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	AMENDMENTS
<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Limited Liability	<input checked="" type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Domestication	<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Other	<input type="checkbox"/> Merger

OTHER FILINGS	REGISTRATION/ QUALIFICATION
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Foreign
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Name Reservation	<input type="checkbox"/> Reinstatement
	<input type="checkbox"/> Trademark
	<input type="checkbox"/> Other

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 30 PM 2:38

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: JOHNNY'S LATIN AMERICA, INC.

1b. The mailing address of the corporation is : 240 East First Avenue,
HIWALEAH, FLORIDA 33010

1c. Date of incorporation: March 1st/95 Document number: P-95000017595

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

Antonio Ferbeyre

240 E. First Ave., Suite 123

Hialeah, FL 33010

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

JUAN FERNANDEZ

240 East First Avenue

Hialeah, Florida 33010

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 30 PM 2:38

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Antonio Ferbeyre
(Signature of an officer, chairman or
vice chairman of the board)

5-19-95

(Date)

ANTONIO FERBEYRE

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Juan Fernandez
(Signature of Registered Agent)
JUAN FERNANDEZ

5-19-95

(Date)