

LAW OFFICES OF
SCOTT A. FERRIS, P.A.
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SUITE 1000
MIAMI, FLORIDA 33156

Off: 305-670-3330
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Admitted to Florida
and Wash., D.C. Bar

March 1, 1995

New Filings Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

P9500018976

Re: Initial filing of ad gustum corporation

To whom it may concern: *Trans: To One's Choice*

RECEIVED
FEB 28 1995
TALLAHASSEE

Please find my trust account check for One Hundred Twenty-two (\$122.50) Dollars and 50/100 Cents for the initial filing of the attached corporate documents, plus certified copy and certificate. My office spoke to the customer service department on Monday, February 27th, and found that the name "ad gustum" was available.

Please send all correspondence, particularly filed Articles and certificate, **to this address**, as the above referenced business is not yet open (at the addresses listed in the Articles). Thank you.

Very truly yours,

LAW OFFICES OF SCOTT A. FERRIS, P.A.

[Signature]
Scott A. Ferris, Esq.

SAF/sg

Enclosures

[Handwritten initials]

C:\DATA\ALVAREZ\DIVCORP.LTR

FILED
MAR - 2 1995
TALLAHASSEE
FBI

ARTICLES OF INCORPORATION

OF

ad gustum corporation

FILED
95 MAR -6 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **ad gustum corporation**, and the address is: 180 Crandon Boulevard, Key Biscayne, Florida 33146.

ARTICLE II - DURATION

The corporation is to commence its corporate existence on the date of filing of these Articles of Incorporation with the Florida Secretary of State and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of initiating, designing, and operating a retail food and beverage establishment, for profit, in accordance with Florida law.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue 1000 shares of Ten Dollar (\$10.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued thereof, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration thereof, has been paid.

Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have four (4) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

<u>NAME</u>	<u>ADDRESS</u>	<u>NAME</u>	<u>ADDRESS</u>
President: George I. Alvarez	14714 SW 113 th Lane Miami, Florida 33196	Secretary: Leticia Sanchez	1131 East 8 th Court Hialeah, Florida 33010
Vice President: Rogelio Sanchez	1131 East 8 th Court Hialeah, Florida 33010	Treasurer: Angela Alvarez	4714 SW 113 th Lane Miami, Florida 33196

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify and insure any present or former officer or director, or person exercising powers and duties of a director, to the full extent permitted by law. However, the private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is

NAME

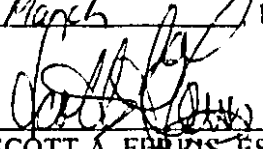
Scott A. Ferris, Esq

ADDRESS

9130 South Dadeland Boulevard, Suite 1609
Miami, Florida 33156

CERTIFICATION OF INCORPORATOR

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incorporation on this 2 day of March, 1995.


SCOTT A. FERRIS, ESQ.

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and acknowledgments, personally appeared SCOTT A. FERRIS, known to me and known by the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein intended.

WITNESS my hand and official seal this 2 day of March, 1995


NOTARY PUBLIC

State of Florida at Large

My Commission Expires:



SABRINA GALLO
My Commission CC422833
Expires Nov. 22, 1998
Bonded by HAI
800-422-1556

SABRINA GALLO
Printed Name of Notary

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the corporation is % *ad gustum*, 180 Crandon Boulevard, Key Biscayne, Florida 33146, and the name of the initial registered agent at that address is George I. Alvarez.

CERTIFICATE OF REGISTERED AGENT

OF

ad gustum corporation

Pursuant to Florida Statutes Chapters 48 and 607, the following is submitted

The above corporation, desiring to organize under the Laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at % *ad gustum*, 180 Crandon Boulevard, Key Biscayne, Florida 33146, and has named George I Alvarez located at the aforesaid address, as its Registered Agent to accept service of process within this State

ACKNOWLEDGMENT

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

By


George I. Alvarez

Sworn to and subscribed before me this 12 day of March, 1995


NOTARY PUBLIC

State of Florida at Large

My Commission Expires:


Printed Name of Notary



SABRINA GALLO
My Commission CC422833
Expires Nov. 22, 1998
Bonded by HAI
800-422-1555

FILED
MAR 15 1995
MAR 15 1995
MAR 15 1995