

P 95 0000 222-28 Charter Number

3/15/95

DORCA

OFICINA MADRIGAL, INC.

Requester's Name

4160 W. 16 AVE. #210

Address

HIALEAH FL 33012

City

St. to

ZIP

Phon.

822-7220 A

VALIDATION ONLY

FILED
MAR 16 AM 11:54
SECRET
TALLAHASSEE FLORIDA

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-03/16/95--01035--021
+++122.50 +++122.50

CORPORATION(S) NAME EFFECTIVE DATE

03-14-95

FREDRY LATIN FOOD RESTAURANT, INC.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

EMPIRE Toll Free: 1-800-432-3028

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

F. CHESSER MAR 21 1995

CERTIFIED COPY

504 1672 613
4-14-95 5-9-95

F. CHESSER MAR 10 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 16, 1995

EMPIRE

MIAMI, FL

SUBJECT: FREDDY LATIN FOOD, RESTAUARANT, INC.
Ref. Number: W95000005915

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SECRETARY OF STATE
TALLAHASSEE

We have received your document for FREDDY LATIN FOOD, RESTAUARANT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ The corporate name must be identical throughout the document.
- ✓ The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.
- ✓ The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims
Corporate Specialist

Letter Number: 295A00011880

ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. -NAME-

THE NAME OF THIS CORPORATION IS: **FREDDY LATIN FOOD, RESTAURANT, INC.**

ARTICLE II. -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III. -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF RESTAURANT, AND SERVICE TO PURCHASE, SELL, RENT, LEASE CONVEY, MORTGAGE, OR OTHERWISE ACQUIRE OR DISPOSE OF OR ENCUMBER REAL ESTATE, REAL PROPERTY, PERSONAL PROPERTY, CHATTELS REAL, CHOSEN IN ACTION, NOTES, BONDS, STOCKS, MORTGAGES, SECURITIES AND ANY INTEREST THEREIN FOR ITSELF OR FOR OTHERS. TO LEND AND BORROW MONEY AND SECURE PAYMENT THEREOF BY ACCEPTING OR GIVING MORTGAGES, PERSONAL ENDORSEMENTS, ASSIGNMENTS PERSONAL PROPERTY OR OTHER SECURITY. THE FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3/16/95

BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS
SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

ARTICLES IV. -CAPITAL STOCK-

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000)
SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE
DESIGNATED "COMMON SHARES".

ARTICLE V. -PREEMPTIVE RIGHTS-

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF
THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE
OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER
PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE
OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO
OTHERS.

ARTICLE VI. -INITIAL REGISTERED OFFICE & AGENT-

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS
CORPORATION IS: 4799 NW 7 AVENUE, MIAMI, FL. 33127 AND THE
NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION
IS: ROSA MARIA ACOSTA.

ARTICLE VII. - INCORPORATION-

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICALS ARE:

ROSA MARIA ACOSTA
2551 SW 118 CT.
MIAMI, FL. 33175

ERNESTO B. ACOSTA
10897 NW 7 STREET # 22
MIAMI, FL. 33172

ARTICLE VIII. -BYLAWS-

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE IX.-RESTRICTIONS ON TRANSFERS OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

ROSA MARIA ACOSTA, PRES. -----60% SHARES

ERNESTO S. ACOSTA, SEC. TREAS.-----40% SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

ARTICLES X. -CALLING OF SPECIAL MEETINGS.

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

ARTICLE XI. -SHAREHOLDER QUORUM & VOTING-

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE

MEETING ENTITLED TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED.-

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XIV.-POWERS-

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

ARTICLE XV.-MEETINGS BY TELEPHONE CONFERENCE.

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

ARTICLE XVI.- ACTION BY SHAREHOLDERS WITHOUT A MEETING

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

ARTICLE XVII.-DIVIDENDS-

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

ARTICLE XVIII. -INDEMNIFICATION -

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIX. -AMENDMENT-

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XX. -NOTICE-

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS:

4799 NW 7 AVENUE
MIAMI, FL. 33217

ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS

THIS CORPORATION SHALL HAVE TWO DIRECTORS, THEIR NAMES AND ADDRESS ARE AS FOLLOWS:

ROSA MARIA ACOSTA
2551 SW 118 CT.
MIAMI, FL. 33175

ERNESTO S. ACOSTA
10897 NW. 7 STREET #22
MIAMI, FL. 33172

ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS -

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

4799 NW. 7 AVENUE
MIAMI, FL. 33127

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 14 DAY OF MARCH, 1995.

Rosa M^a Acosta
ROSA MARIA ACOSTA, PRESIDENT

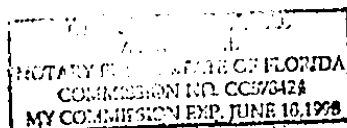
Ernesto S. Acosta
ERNESTO S. ACOSTA, SEC., TREAS.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE OF COUNTY SET FORTH, PERSONALLY
APPEARED AND KNOWN BY ME AND KNOWN BY ME TO BE THE PERSONS WHO
EXECUTED THE FOREGOING ARTICALS OF INCORPORATION.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE
AFOREMENTIONED THIS 14 DAY OF THE MONTH MARCH
THE YEAR NINETEEN HUNDRED AND NINETY FIVE.


NOTARY PUBLIC-STATE OF FLORIDA AT LARGE



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

IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST: THAT FREDDY LATIN FOOD, RESTAURANT, INC.
Name of Corporation

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF HIALEAH, STATE OF FLORIDA HAS NAMED ROSA MARIA ACOSTA LOCATED AT 4799 N.W. 7 AVENUE, MIAMI, FL 33127 AS ITS AGENT TO ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE ✓ Rosa Maria Acosta
Corporate officer
TITLE _____
DATE MAR 14 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY AND I FURTHER

AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE ✓ Rosa Maria Acosta
RESIDENT AGENT
DATE MAR 14 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA