

04 195 14:16 FAS-T CORPORATE AGENTS (305) 592-9591 FAX: 001

**P95000030311**

1/17/95  
 FLORIDA DIVISION OF CORPORATIONS  
 PUBLIC ACCESS SYSTEM  
 ELECTRONIC FILING COVER SHEET  
 TO: DIVISION OF CORPORATIONS  
 DEPARTMENT OF STATE  
 STATE OF FLORIDA  
 409 EAST GAINES STREET  
 TALLAHASSEE, FL 32399  
 FAX: (904) 922-4000

FROM: FAS-T CORP. AGENTS, INC.  
 8405 NW 53RD ST  
 SUITE C-100  
 MIAMI FL 33166-02--

CONTACT: LIDIA FERNANDEZ  
 PHONE: (305) 599-0839  
 FAX: (305) 592-9591

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
 INC.

NAME: VICENTE'S CAFETERIA,  
 FAX AUDIT NUMBER: H95000004295  
 DATE REQUESTED: 04/17/1995  
 CERTIFIED COPIES: 0  
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 4/17/95

FLORIDA DIVISION OF CORPORATIONS  
 PUBLIC ACCESS SYSTEM  
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 12:38 AM

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SECRET  
TALLAHASSEE, FLORIDA  
55 APR 19 1995

FILED

**ARTICLES OF INCORPORATION  
OF  
VICENTE'S CAFETERIA, INC.**

**ARTICLE I. NAME.**

The name of the corporation is VICENTE'S CAFETERIA, INC.

**ARTICLE II. PRINCIPAL OFFICE.**

The principal office of the Corporation is at 11389 SW 40th Street, Miami, in Dade County, State of Florida.

**ARTICLE III. REGISTERED AGENT.**

The registered agent for the Corporation is Olga T. Perez and the address to be used for service to the Corporation shall be 11389 SW 40th Street, Miami, Fl 33165.

**ARTICLE IV. BOARD OF DIRECTORS.**

(I) The Corporation shall have a minimum of two (2) directors, and shall have two (2) directors initially. The number of directors may be increased from time to time by amendment of the By-laws

(II) The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until its successors are elected and qualify, are:

Olga T. Perez  
Manuel W. Gonzalez  
2645 S. W. 115th Av  
Miami, Fl 33165

**ARTICLE V. INCORPORATOR.**

The name and address of the incorporators are as follows:

Olga T. Perez      Manuel W. Gonzalez  
2645 S. W. 115th Av.  
Miami, Florida 33165

**ARTICLE VI. DURATION.**

The Corporation shall have perpetual existence.

Prepared by: Olga T. Perez  
11389 SW 40th St.  
Miami, Fl 33165  
(305) 552-6207

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**ARTICLE VII. PURPOSES.**

The purposes for which this Corporation is organized is to engage in any and all lawful business.

**ARTICLE VIII. POWERS.**

The corporation may exercise any powers, without limitation whatsoever, which a Corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

**ARTICLE IX. CAPITAL STOCK.**

Section 1. Authorized shares. The total number of shares which this Corporation is authorized to issue is One Hundred (100)

Section 2. Preemptive rights. Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares

**ARTICLE X. COMMENCEMENT OF BUSINESS.**


The minimum amount of capital with which the Corporation will commence business is One Hundred dollars (\$100.00)

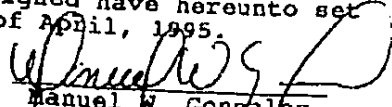
**ARTICLE XI. INTERESTED DIRECTORS.**

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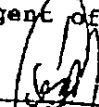
No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the board shall have nonetheless ratified and approved such contract and transaction. Such interested director of directors may be counted in determining whether a quorum is present for the meeting at which such ratification of approval is given. If the interest of such director of directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 11th day of April, 1995.


  
 Olga T. Perez  
 11389 SW 40th Street  
 Miami, Fl 33165  
 Phone: (305) 552-6207

  
 Manuel W. Gonzalez  
 11389 SW 40th Street  
 Miami, Fl 33165  
 Phone: (305) 552-6207

I understand, accept and assume the duties and responsibilities of the position of Registered Agent of the aforementioned Corporation.

  
 Olga T. Perez  
 11389 SW 40th Street  
 Miami, Florida 33165

Sworn to and subscribed before me this 11th day of April, 1995. Proof of ID: Personally known.

  
 Notary Public  
 OFFICIAL NOTARY SEAL  
 YVETTE CARLO  
 NOTARY PUBLIC STATE OF FLORIDA  
 COMMISSION NO. CC 274042  
 MY COMMISSION EXPIRES APR. 4, 1997

FILED  
 APR 18 1995  
 MIAMI FLORIDA

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+ NEXT, - REV, MENU, 3, I, N, ., T, .  
7. LIST, 0, NEXT, Y, L, M, 9. REV BY LIST

2/05/96 FLORIDA DIVISION OF CORPORATIONS 3:22 PM  
PUBLIC ACCESS SYSTEM

((H96000001702)) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.  
DEPARTMENT OF STATE 8405 NW 53RD ST  
STATE OF FLORIDA SUITE C-100  
409 EAST GAINES STREET MIAMI FL 33166-  
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ  
FAX: (904) 922-4000 PHONE: (305) 599-0839  
FAX: (305) 592-9591

((H96000001702)) DOCUMENT TYPE: BASIC AMENDMENT  
NAME: VICENTE'S CAFETERIA, INC.  
FAX AUDIT NUMBER: H96000001702 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 02/05/1996 TIME REQUESTED: 15:21:57  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
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*Florida*  
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96 FEB -5 PM 14:14

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FEB -5 PM 11:03  
TALLAHASSEE, FLORIDA

02/05/96 17:07 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 5, 1996

VICENTE'S CAFETERIA, INC.  
11389 S.W. 40TH STREET  
MIAMI,

SUBJECT: VICENTE'S CAFETERIA, INC.  
REF: P95000030311

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000001702  
Letter Number: 596A00004996

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96 FEB -6 AM 9:34

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H96000001702' FILED  
96 FEB -6 AM 11:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

---

**VICENTE'S CAFETERIA, INC.**  
(present name)

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*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

**ARTICLE IV. BOARD OF DIRECTORS.**

- (I) The Corporation shall have a minimum of one (1) Director,  
(II) The name and address of the person who is to serve as director is:

OLGA H. REYES  
2645 SW 115th Av  
Miami, Fl 33165

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Prepared by:  
Olga H. Reyes  
2645 SW 115 Av  
Miami, Fl 33165

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H9600001702

**THIRD:** The date of each amendment's adoption: February 5, 1996

**FOURTH:** Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5 day of February, 19 96.

Signature *Olga H. Reyes*  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By the incorporator if adopted by the incorporators)

OLGA H. REYES  
Typed or printed name

Director  
Title