

H9500031435

P.07

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MARMOLES LATINO AMERICANO, INC.
FAX AUDIT NUMBER: H95000004496
DATE REQUESTED: 04/21/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:27:11
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000004496)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:04.

[Handwritten signature]
4/21

FILED
95 APR 21 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

90 APR 21 10:00 AM
CLERK

6

FILED

95 APR 21 PM 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARMOLES LATINO AMERICANO, INC.

ARTICLE I

NAME

The name of the Corporation is MARMOLES LATINO AMERICANO, INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:

Stephen A. Freeman, Esq.
Freeman Newman & Butterman
520 Brickell Key Drive
Suite C-305
Miami, Florida 33131

305-374-3800
F1B04-146795

96740000564

9674000004496

H9500000 4496

ARTICLE V

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131. The initial Registered Agent is Stephen A. Freeman at 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

H9500000 4496

H9500000 4496

NAME

ADDRESS

ALFONSO MEDINA MARTINEZ

**520 Brickell Key Drive
Suite 0-305
Miami, FL 33131**

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

H9500000 4496

H9500000 4496

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21 day of April, 1995.

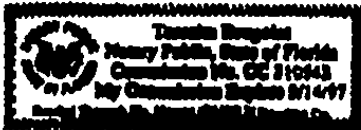
Stephen A. Freeman

STATE OF FLORIDA)

COUNTY OF DADE)

SS.

The foregoing Articles of Incorporation was acknowledged before me this 21 day of April, 1995, by STEPHEN A. FREEMAN who is personally known to me and who did not take an oath. He acknowledged before me according to law, that he made and subscribed the same for the purposes therein mentioned and set forth therein.



NOTARY PUBLIC, State of Florida at Large
NOTARY:

My Commission Expires:

H9500000 4496

H950000U 4496

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MARMOLLES LATINO AMERICANO, INC.**
2. The name and address of the Registered agent and office is: **Stephen A. Freeman, Freeman Newman & Buttermann, 520 Brickell Key Drive, Suite 0-305, Miami, FL 33131.**

Signature: 

Title:

Date:

**Registered Agent and Incorporator
April 24, 1995**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: 

Date:

April 24, 1995

FILED
95 APR 21 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H950000U 4496