



P95000031501

Angel R. Rodriguez
Alex C. Rodriguez

April 12, 1995

The Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
APR 17 1995
TALLAHASSEE, FL
10000001-157874
-04/17/95--01048--015
***122.50 ***122.50

Dear Mr. Secretary,

Enclosed please find Certificate for ISMAC RESTAURANTS INC. as well as a check (No. 2128) in the amount of \$122.50 for corporation fees and a certified copy of Articles.

The Certificate of Incorporation is also enclosed.

Sincerely-yours,

Angel R. Rodriguez

ARR/een
McFM9541

Enclosures

**CERTIFICATE OF INCORPORATION
of
ISMAC RESTAURANTS INC.**

FILED
95 APR 17 PM 2:31
TALLAHASSEE, FLORIDA

The undersigned subscriber of this Articles of Incorporation, a natural person competent to contract, forms a corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of this business corporation shall be:

ISMAC RESTAURANTS INC.

ARTICLE TWO

NATURE OF BUSINESS

The general nature of the business or businesses to be transacted is as follows:

Fast Food Restaurants

To contract debts and borrow money, issue and sell or pledge bond, debentures notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property or other instruments to secure the payments of corporate property indebtedness as required.

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERMS OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which corporate existence shall begin is:

Upon acceptance by the Secretary of State

ARTICLE FOUR
CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of common stock that this corporation may issue is:

FIFTY SHARES
- C. Par Value: Each share of common stock shall have a par value of:

TEN DOLLARS (\$10.00)
- D. Consideration: Shares of common stock may be issued in exchange for cash, real property, labor or service rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-assessability: Each share of common stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Cumulative Voting: No holder of common stock shall be entitled to any right of cumulative voting.
- H. Dividends: Record holders of common stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. Liquidation Rights: Holders of common stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporation debts and obligations.

ARTICLE FIVE

MINIMUM CAPITAL

The amount of capital with which the corporation shall begin shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE SIX

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

4961 SW 74th Court, Dade County, Miami, Florida 33155

ARTICLE SEVEN

NUMBER OF DIRECTORS

This corporation shall have four directors initially although the number of directors may be increased or diminished from time to time by the stockholders, but shall never be less than one (1).

ARTICLE EIGHT

FIRST BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors are:

DIRECTOR-PRESIDENT: Angel R. Rodríguez -	13214 S.W. 13th Street Miami, FL 33184
DIRECTOR-VICE PRESIDENT: Alex C. Rodríguez -	1459 Robbia Avenue Coral Gables, FL 33146
DIRECTOR-SECRETARY: Gladys V. Rodríguez -	13214 S.W. 13th Street Miami, FL 33184
DIRECTOR-TREASURER: Roy E. Rodríguez -	13214 S.W. 13th Street Miami, FL 33184
DIRECTOR-ASSISTANT SECRETARY: Vivian L. Rodríguez -	540 Brickell Key Drive, #824 Miami, FL 33131
DIRECTOR-ASSISTANT TREASURER: Isa V. Rodríguez -	1459 Robbia Avenue Coral Gables, FL 33146

ARTICLE NINE

SUBSCRIBER ADDRESS

The post office address of the subscriber of these Articles of Incorporation is:

Angel R. Rodríguez - 13214 S.W. 13th Street, Miami, FL 33184

ARTICLE TEN

CAPITAL

The number of shares of stock they agree to take and the value of the consideration thereof is:

Angel R. Rodríguez (ARR).....	\$255.00	25.5 Shares
Alex C. Rodríguez (ACR).....	\$245.00	24.5 Shares

ARTICLE ELEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the Laws of the State of Florida.

ARTICLE TWELVE

RESIDENT AGENT

The resident agent of this corporation is:

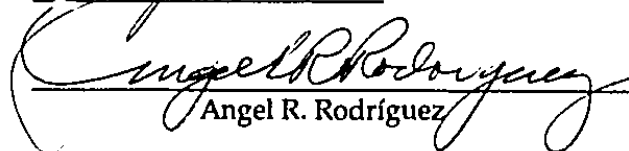
ANGEL R. RODRIGUEZ

The corporation may change its resident agent and principal office at any time.

IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the Laws of the State of Florida.

DATE:

April 10th 1991

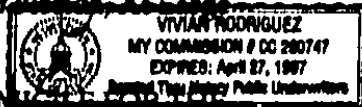

Angel R. Rodríguez

**STATE OF FLORIDA)
COUNTY OF DADE)**

BEFORE ME, the undersigned authority, personally appeared ANGEL R. RODRIGUEZ, to me well known and known to me to be the individual described herein, and who executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 10 day of April, 1995.

Vivian Rodriguez
Notary Public, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS.

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act.

ISMAC RESTAURANTS INC. desiring to organize under the Laws of the State of Florida, with its principal office indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named:

Angel R. Rodríguez
13214 S.W. 13th Street
Miami, FL 33184

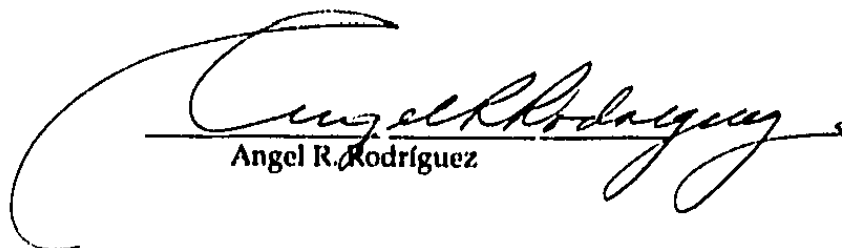
as its agent to accept service of process within this State.

DATE: April 10 1995

Angel R. Rodríguez
Angel R. Rodríguez

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE
TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING
OPEN SAID OFFICE.

FILED
95 APR 17 PM 2:32
CLERK OF DISTRICT COURT
MALLINSBURG, FLORIDA


Angel R. Rodríguez