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

FROM: AGR INDUSTRIES, INC.
54 NW 11TH ST
MIAMI FL 33136-2890-0280 000
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BLACK BEANS & RICE CAFE, INC.
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TALLAHASSEE, FLORIDA

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JUN 16 AM 11:53
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BLACK BEANS & RICE CAFE, INC.**

The undersigned hereby agree to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

**ARTICLE I
NAME**

The Corporate name shall be: **BLACK BEANS & RICE CAFE, INC.**

**ARTICLE II
EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The amount of capital stock authorized is one hundred (100) shares with no par value.

**ARTICLE V
PRINCIPAL OFFICE**

The post office address of the principal office of the corporation is: 13448 Biscayne

H95-06733
ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-0571

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Boulevard Drive, North Miami, Florida 33181 or any other location that the Board of Directors chooses to designate.

**ARTICLE VI
INITIAL REGISTERED AGENT**

The initial Registered Agent of the corporation is JACQUELINE S. FRAGA, and the street address of the registered agent is: 1915 Alameda Drive, North Miami, FL 33181.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one (1) 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 the shareholders or until their successors are elected and qualified shall be:

Name:	Address:
JACQUELINE S. FRAGA, President	1915 Alameda Drive North Miami, FL 33181
LAZARO A. FRAGA, Vice President	1915 Alameda Drive North Miami, FL 33181

**ARTICLE VIII
POWERS OF DIRECTOR(S)**

The Director (s) shall exercise all powers conferred by law.

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**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any and all of its directors or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

**ARTICLE X
AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

**ARTICLE XI
INCORPORATOR**

The names and addresses of the Incorporators of the corporation are as follow:

Names:

Addresses:

JACQUELINE S. FRAGA

1915 Alamanda Drive
North Miami, FL 33181

LAZARO A. FRAGA

1915 Alamanda Drive
North Miami, FL 33181

IN WITNESS WHEREOF, the undersigned, being the original Incorporators of the corporation, have executed these Articles of Incorporation this 15th day of June, 1995.


JACQUELINE S. FRAGA


LAZARO A. FRAGA

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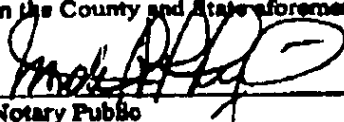
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STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JACQUELINE S. FRAGA to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledges before me that she executed the same for the purposes therein expressed.

WITNESS my hand official seal in the County and State aforementioned this 15th day of June, 1995.

My Commission Expires:


Notary Public
State of Florida



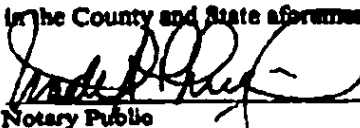
Pradel Vilme
Printed Name of Notary

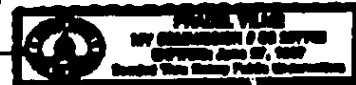
STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared LAZARO A. FRAGA to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed the same for the purposes therein expressed.

WITNESS my hand official seal in the County and State aforementioned this 15th day of June, 1995.

My Commission Expires:


Notary Public
State of Florida



Pradel Vilme
Printed Name of Notary

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ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 48.091, Florida Statutes, relative to keeping open said office.

Jacqueline S. Fraga
JACQUELINE S. FRAGA
REGISTERED AGENT

FILED
05 JUN 16 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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