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MIAMI REVIEW

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JUN 16 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

EL PUERTO CARIBE, INC.

Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call If Problem	<input checked="" type="checkbox"/> Pick Up	<input type="checkbox"/> Mail Out
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	

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JUN 15 1995

## ARTICLES OF INCORPORATION

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1. The name of the Corporation is **El Puerto Coribe., Inc.**
2. The address of the Corporation's registered office in Miami is **350 Sevilla Avenue, Suite 201, Coral Gables, Florida 33134.**
3. **Robert N. Pelier** is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served. Said agent shall mail a copy of process of any action or proceeding against the corporation to **Felix Vargas.**
4. The purpose of the organization is to engage in any lawful act or activity for which Corporations may be now or hereafter organized under the General Corporation Law of Florida.
5. This Corporation is authorized to issue only one class of stock. This stock shall be designated as common stock. The total number of such shares is **300** and are without par value.
6. All of the subscribers of this Certificate are natural persons over the age of 18 years.
7. If a shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the shares certificate. Such shares are divided, apportioned and transferred as provided in the annexed section.
8. *Compensation of Officers and Directors.* No salary or other compensation shall be paid to any director or officer of the Corporation for services rendered as such director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held shareholders meeting by the record holders of at least two thirds of the then outstanding capital shares of the corporation.

9. *Incorporators:* The names and the mailing address of the incorporators are:

NAME	MAILING ADDRESS
<b>Felix Vargas</b>	<b>12631 S.W. 18th Street</b> <b>Miramar, Florida 33027</b>

10. *Directors and Officers:* The names and the titles of the directors and officers are:

NAME	TITLE
<b>Georgina Lopez</b>	<b>President</b>
<b>Felix Vargas</b>	<b>Vice-President</b>
<b>Yenni Vargas</b>	<b>Secretary</b>
<b>Felix Vargas</b>	<b>Treasurer</b>

11. *Regulatory provisions:* The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and creating, defining, limiting, and regulating the powers of the Corporation, The Directors and the Stockholders.

(a) *Powers of Directors To Amend By-Laws.* The Board of Directors shall be authorized and empowered from time to time in its discretion to make, alter or repeal the By-Laws of the Corporation, except as such power may be limited by any one or more By-Laws of the Corporation adopted by the stockholders.

(b) *Books.* The books of the Corporation (Subject to the laws of the State of Florida) may be kept outside of the State of Florida at such places as from time to time may be designated by the Board of Directors.

(c) *Cumulative Voting.* At all elections of the elections of the Directors, each Stockholder shall be entitled to as many votes as shall equal the number of votes which he would have been entitled to cast for the election of Directors with respect to his shares of stock multi

by the number of Directors to be elected, and that he may cast all such votes for a single Director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

(d) *Consent of Stockholders in Lieu of Meeting.* Whenever the vote of stockholders is required at a meeting or is permitted to be taken for in connection with any corporate action by any provision of the General Corporation Law of Florida the meeting and vote of Stockholders may be dispensed with if such action is taken with the written consent of the holders of not less than a majority of all the stock entitled to be voted upon such action if a meeting were held; provided that in no case shall the written consent of the holders of not less than a majority of all the stock having less than the minimum percentage of the vote required by statute for such action, and provided that prompt notice is given to all Stockholders of the taking of the corporate action without a meeting and by less than unanimous written consent.

(e) *Election of Directors.* Election of Directors need not be by written ballot.

(f) *Removal of Directors.* The Stockholders may at any time, at the meeting expressly called for that purpose, remove any or all of the Directors, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors. No Director may be removed when the votes cast against his removal would be sufficient to elect him if voted cumulatively at an election which the same total number of votes were cast and the entire Board were then being elected.

12. *Preemptive Rights:* The holders from time to time of the shares of the Corporation shall have the preemptive rights to purchase, at such respective equitable process, terms, and conditions, as shall be fixed by the Board of Directors, such of the shares of the Corporation as may be issued,

from time to time, over and above the issue of the first 400 shares of the Corporation which have never previously been sold. Such preemptive right shall apply to all shares issues after such first 400 shares, whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation, and shall be exercised in the respective ratio which the number of shares held by each Stockholder at the time of such issue bears to the total number of shares outstanding in the names of all the Stockholders at such time.

**13. Greater Voting Requirements:** The affirmative vote of a majority of the Directors shall be necessary for the transaction of any business at any meeting of Directors, except in the case of a proposal to borrow money on the Corporation's credit, in which case the favorable vote of all the Directors shall be necessary.

**14. Duration:** The duration of the Corporation's existence shall be perpetual.

**15. Personal Liability:**

(a) The Corporation shall indemnify the Corporation's Directors so that they shall not be personally liable for the debts of the Corporation if:

- (1) they conducted them selves in good faith, and
- (2) they reasonably believed:
  - (i) in the case of conduct in their official capacity with the Corporation was in its best interests: and
  - (ii) on all other cases, that their conduct was at least not opposed to its best interests: and
- (3) in the case of any criminal proceeding they had no reasonable cause to believe that their conduct was unlawful.

(b) The termination of a proceeding by judgement, order, settlement, conviction, or upon

a plea of no lo contendere or its equivalent is not, of itself, determinative that the Director did not meet the standard of conduct described in this section.

(c) The Corporation may not indemnify a Director under this section:

(1) in connection with a proceeding by or in the right of the corporation in which the Director adjudged liable to the Corporation: or

(2) in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in their official capacity, in which they were adjudged liable on the basis that personal benefit was improperly received by that individual.

(d) Indemnification permitted under this section is limited to reasonable expenses incurred in connection with the proceeding.

(e) The Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which they were a party to because of their role as a Director of the Corporation, against reasonable expenses incurred by them in connection with the proceeding.

(f) The Corporation shall pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final dispositions of the proceeding if:

(1) the Director furnishes the Corporation a written affirmation of his good faith belief that they met the standard of conduct prescribed in this section,;

(2) the Director furnished the Corporation a written undertaking, executed personally or on their behalf, to repay the advance if it is ultimately determined that they did not meet the standard of conduct: and

- (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under this subchapter.
- (4) the undertaking required by subsection (2) must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment.
- (g) (1) an officer of the Corporation who is not a Director is entitled to mandatory indemnification in each case to the same extent as a Director;
- (2) the Corporation shall indemnify and advance expenses under this subchapter to an Officer, employee, or agent of the Corporation who is not a Director to the same extent as to a Director; and

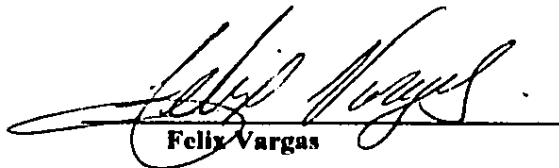
(h) The Corporation shall, to the extent reasonably possible, purchase and maintain insurance on behalf of those individuals who are or will be Directors, officers, employees, or agents of the Corporation; or who, while Directors, officers, employees, or agents of the Corporation, are or who will be serving at the request of the Corporation, in any capacity, in another business enterprise, the Corporation shall indemnify them against liability asserted against them or incurred by them in that capacity.

The stockholders shall be liable in the proportion that their stock bears to the total outstanding stock of the Corporation.

**16. Amendment:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereinafter prescribed by statute, and all rights conferred upon Stockholders here in are granted subject to this reservation.

We, the undersigned, being all of the incorporators above named, for the purpose of forming a Corporation pursuant to the General Corporation Law of Florida sign and acknowledge this Articles of Incorporation this 13<sup>th</sup> day of JUNE, 1995.

I, the undersigned, being the incorporator above named, for the purpose of forming a Corporation pursuant to the General Corporation Law of Florida sign and acknowledge this Articles of Incorporation this th day of April, 1995.

  
Felix Vargas

**Acknowledgment**

STATE OF FLORIDA     )  
County of Dade        )

On this 3<sup>th</sup> day of June, 1995, before me personally came **Felix Vargas** the individual who signed the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged that the said certificate are their act and deed and that the facts therein stated are true.

My Commission Expires \_\_\_\_\_



**OFFICIAL NOTARY SEAL**  
**BETTY BLANCO**  
COMMISSION NUMBER  
CC 323531  
My Commission Exp.  
OCT. 14, 1997

  
NOTARY PUBLIC



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

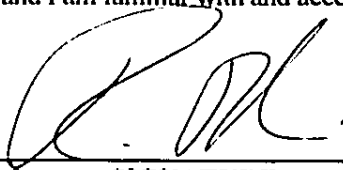
Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporations, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The Name of the Corporation is: **El Puerto Caribe., Inc.**
2. The name and address of the registered agent and office is:

**Robert N. Pelier, Esq.  
350 Sevilla Avenue  
Suite 201  
Coral Gables, Florida 33134**

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Having been named as registered agent and to accept service 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**

6/12/95  
\_\_\_\_\_  
**DATE**