

P95000048458

CASTILLO, SCHWEIGER & STAFFORD

ATTORNEYS AND COUNSELORS AT LAW

TENTH FLOOR, SUITE 1000

999 PONCE DE LEON BOULEVARD

MIAMI (CORAL GABLES), FLORIDA 33134

ANGEL CASTILLO, JR.
MARIAN A. SCHWEIGER
STORMIE STAFFORD

TELEPHONE (305) 445-0044
FAX (305) 445-7984
TELEX 285025 DRIC UR

June 8, 1995

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

500001520485
-06/22/95--01041--003
*****70.00 *****70.00

Re: La Real Foods, Inc.

Ladies/Gentlemen:

Enclosed for filing are the Articles of Incorporation for the above-referenced new Florida corporation, and our check in the amount of \$70.00, representing your fees for filing the Articles of Incorporation and for filing the designation of and acceptance by the corporation's registered agent, which is included at the end of the Articles of Incorporation.

Please acknowledge your receipt and filing of these articles to the undersigned.

Thank you.

Sincerely,

Angel Castillo, Jr.

Angel Castillo, Jr.
AC:me
Enclosures (as stated)

R95-599
Dmc
6/12/95

~~095-11948~~

~~789, 303, 677~~

FILED
95 JUN 21 AM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1995

ANGEL CASTILLO, JR., ESQ.
CASTILLO, SCHWEIGER & STAFFORD ET AL.
999 PONCE DE LEON BLVD., SUITE 1000
MIAMI(CORAL GABLES), FL 33134

The name LA REAL FOODS, INC. has been reserved for 120 days beginning February 13, 1995. The reservation number is R95000000599 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 695A00006193



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1995

ANGEL CASTILLO, JR., ESQUIRE
CASTILLO, SCHWEIGER & STAFFORD
999 PONCE DE LEON BLVD. SUITE 1000
MIAMI (CORAL GABLES), FL 33134

SUBJECT: LA REAL FOODS, INCORPORATED
Ref. Number: W95000011948

We have received your document for LA REAL FOODS, INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your check is being returned as it is not payable to this office. Please make your check payable to the Secretary of State and return it in order to complete your filing.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 995A00028783

*Sorry -
new
check
enclosed
AC
6-16-95*

**Articles of Incorporation of
LA REAL FOODS, INCORPORATED**

FILED

95 JUN 21 AM 12:50

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is La Real Foods, Incorporated.

2. **Duration.** The period of its duration is perpetual.

3. **Purpose.** The purpose is to engage in any and all lawful activities or business permitted under the laws of the United States and Florida.

4. **Capital Stock.** The corporation is authorized to issue 7,500 shares, all of one class, at \$1.00 par value.

5. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and mailing address of this corporation is as follows:

Angel Castillo, Jr.
999 Ponce de Leon Boulevard, Suite 1000
Coral Gables, Florida 33134

6. **Cumulative voting.** In the election of directors of the corporation, the principle of cumulative voting shall apply. In any such election, each stockholder entitled to vote shall have votes equal to the number of his shares with voting rights multiplied by the number of directors to be elected. He may divide and distribute his votes, as so calculated, among any two or more candidates for the directorships to be filled, or he may cast all his votes for a single candidate. A shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of directors, but his ballot shall be invalid if the total votes shown thereon are in excess of the total number of votes to which he is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall stand elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

7. **Directors.** This corporation shall have an initial board of directors of two members. The number of members of the board of directors may hereafter be established as part of, and in accordance with, the bylaws of the corporation. The two

initial directors of the corporation, and their addresses, are: Alberto Piedrahita, 13065 S.W. 133rd Court, Miami, Florida 33186; and Martha G. Ballesteros-Piedrahita, 13065 S.W. 133rd Court, Miami, Florida 33186.

8. **Shareholder Quorum and Voting.** Only fifty-five percent (55%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

9. **Greater Voting Requirements.** The affirmative vote of fifty-five percent (55%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: mergers; sale of assets; and dissolution.

10. **Incorporators.** The names and addresses of the two Incorporators signing these Articles of Incorporation are: Alberto Piedrahita, 13065 S.W. 133rd Court, Miami, Florida 33186; and Martha G. Ballesteros-Piedrahita, 13065 S.W. 133rd Court, Miami, Florida 33186.

11. **Bylaws.** The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the directors.

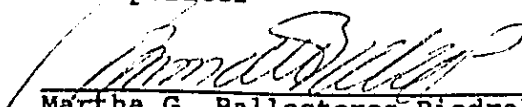
12. **Authority to Mortgage or Pledge Assets.** The corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment of performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty-five percent (55%) of the shares of the corporation entitled to vote thereon and not otherwise.

13. **Meetings by Conference Telephone.** Officers, Directors, and Shareholders may participate in meetings by means of conference telephone.

14. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 6th day of June, 1995.


Alberto Piedrahita,
Incorporator


Martha G. Ballesteros-Piedrahita,
Incorporator

STATE OF FLORIDA

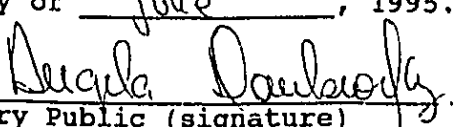
COUNTY OF DADE

)
) SS:
)

BEFORE ME, the undersigned authority, duly authorized in the State aforesaid and in the County aforesaid to administer oaths and take acknowledgments, personally appeared on the date specified below ALBERTO PIEDRAHITA and MARTHA G. BALLESTEROS-PIEDRAHITA, who are personally known to me, or who have produced the following identification documents:

(1) Alberto Piedrahita # P363.000-47-271-0 and
(2) Martha G. Ballesteros # B423.547-56-501 as their identification, and who took an oath and executed the foregoing articles of incorporation, and they acknowledged before me that they executed the same for the purposes stated therein, and that the facts stated therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid, this 6th day of June, 1995.


Notary Public (signature)
State of Florida, at Large

 ANGELA DOMBROSKY
MY COMMISSION # CC369480 EXPIRES
May 10, 1999
Notary Public (print)

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

FILED

95 JUN 21 AM 12:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Angel Castillo Jr.
Angel Castillo, Jr., in acceptance
of designation as Registered Agent,
hereby acknowledges that he is familiar
with, and accepts, the obligations of
that position.

Dated: June 8, 1995

P95000048458

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued. If such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Hernandez & Tacoronte, P.A. EIN or SS#: _____

Address: 8500 W. FLAGLER ST. # B-208
MIAMI, FL. 33144

Amount: \$ 35.00 Date Paid _____

Reason for claim: Decided not to file
LA REAL FOODS, INCORPORATED
P95000048458

Certified true and correct this _____ day of _____, 19 _____.

Signature [Signature]

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>35.00</u>
The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on	
State Treasurer's Receipt No. <u>01069-020</u> dated <u>02/20/97</u>	
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>607.0122</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT:	<u>452021300014530000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations	(Agency)
(Authorized Signature and Title)	



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 20, 1997

LAZARUS

MIAMI, FL

SUBJECT: LA REAL FOODS, INCORPORATED
Ref. Number: P95000048458

We have received your document for LA REAL FOODS, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from, the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 097A00009192

P95000048458

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

7000002093317--5
-02/20/97--01069--020
Office Use Only *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. LA REAL FOODS, INCORPORATED
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

STAFF CO. 1/11/03
DATE OF SUBMISSION