

06/27/95 1 FAS-T CORPORATE AGENTS 59-9591 001

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6/27/95 FLORIDA DIVISION OF CORPORATIONS 3:17 PM
PUBLIC ACCESS SYSTEM

((H9500007162))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166-
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0039
FAX: (305) 592-9591

((H9500007162))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LOS GIRASOLES RESTAURANT & BAR, INC.
FAX AUDIT NUMBER: H9500007162 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/27/1995 TIME REQUESTED: 15:17:40
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 071001002335

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** ENTER 'M' FOR MENU. **
6/27/95

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FILED
95 JUN 28 PM 12:15
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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95 JUN 28 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LOS GIRASOLES RESTAURANT & BAR, INC.**

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State providing for the incorporation, liabilities rights, privileges and immunities of a corporation for profit.

**ARTICLE I
NAME, ADDRESS AND AGENT**

The name of this corporation shall be: LOS GIRASOLES RESTAURANT & BAR, INC. here and after referred to as the corporation Its principal office shall be located at: 2700 PONCE DE LEON, CORAL GABLES, FLORIDA 33135 Its registered agent shall be: ARTURO C. SORRINO.

**ARTICLE II
NATURE OF BUSINESS**

Section 1. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things herein after mentioned, as fully and to the same extent as natural persons might of could, viz.

A.- To carry on business in the United States of North America or any foreign Country or Countries, to buy, sell, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both in wholesale and retail, in goods and services of all types, both as principal, and/ or agent in any part of the world.

**ARTICLE III
CAPITAL STOCK**

The capital stock of the Corporation upon commencing business operation shall consist of ONE HUNDRED (100) shares of \$ 10.00 dollars per value for Incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration. Said shares of common stock to have \$ 10.00 as per value, all shares to be issued fully paid and non assessable, the capital stock of this corporation may be paid in lawful money of the U.S.A. in property, labor or services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

Prepared by: Arturo C. Sorbrino
2700 Ponce de Leon
Coral Gables, FL 33135
(305) 471-0211

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**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than ONE THOUSAND DOLLARS (1000.00)

**ARTICLE V
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.-----

**ARTICLE VI
BOARD OF DIRECTORS**

The Board of Directors shall consist of not less than (2) persons.

**ARTICLE VII
INITIAL DIRECTORS AND OFFICERS**

The name and address of the first Board of Director who are subject to the provisions of these articles of Incorporation, the By-laws and the act of the legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following.-----

| NAME | ADDRESS | TITLE |
|-------------------------------|---------------------------------------------------|----------------|
| Arturo C. Sobrino | 10331 N.W. 56 Terrace Miami, Florida 33178 | President |
| Antonio Scheffler Villalobos | 5415 Collins Ave. # 705 Miami Beach, Fl. 33140 | Vice-President |
| Eduardo Warman Shimanovich | 5415 Collins Ave. # 705 Miami Beach, Fl. 33140 | Treasurer |

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**ARTICLE VIII
SUBSCRIBERS**

| NAME | TITLE | SHARES |
|------------------------------|----------------|-----------|
| Arturo C. Sobrino | President | - 33.33%- |
| Antonio Scheffler Villalobos | Vice-President | - 33.33%- |
| Eduardo Warman Shimanovich | Treasurer | - 33.33%- |

**ARTICLES IX
BY-LAWS**

The regulation of the business and the conduct of the affair of the corporation and the provision creating and limiting the power of the corporation, the directors and the stockholders or any class of stockholders of the corporation, shall be controlled by the By-laws which shall be adopted by stockholders of the corporation as soon as practicable after the corporation shall be formed which said By-laws may from time to time and whenever be necessary by amended by the Board of Directors of the Corporation IN WITNESS WHEREOF, The undersigned have made and signed these Articles of incorporation at Miami, Florida County of Dade.-----



Arturo C. Sobrino
President



Antonio Scheffler Villalobos
Vice-President



Eduardo Warman Shimanovich
Treasurer

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STATE OF FLORIDA)
) S.S
COUNTY OF DADE)

I, HEREBY CERTIFY that on this day June 21, 1995 before me personally appeared the undersigned authority: Arturo C. Sobrino, Antonio Scheffler Villalobos and Eduardo Warman Shimanovics President, Vice-President and Treasurer - - - - - respectively to me well known to be the persons and subscribers and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have here unto set my hand and official seal, at Miami, County of Dade, State of Florida.


YOLANDA JARAMILLO



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**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:

LOS GIRASOLES RESTAURANT & BAR, INC.

2.- The name and address of the registered agent and office is:

**ARTURO C. SOBRINO
2700 Ponce de Leon
Coral Gables, Fl. 33135**

Signature: _____

**ARTURO C. SOBRINO
President**

FILED
JUL 29 11:12:45
CLERK OF CIRCUIT COURT
STATE OF FLORIDA

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

**ARTURO C. SOBRINO
Registered Agent**

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COVER SHEET

ENCLOSED PLEASE FIND 3 AMENDMENTS OF LOS GIRASOLES RESTAURANT & BAR, INC.

- 1.- AMENDMENT OF ARTICLE VII - DIRECTORS & OFFICERS
- 2.- CHANGE OF REGISTERED AGENT
- 3.- DIRECTOR RESIGNATION

I AM ENCLOSING CHECK FOR \$ 105 (\$ 35 PER AMENDMENT)

PLEASE STAMP COPIES OF AMENDMENTS AND MAIL BACK TO US IN THE SELF ADDRESSED AND PREPAID ENVELOPE

THANKS

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105.00 **35.00

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1995-01-01
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

LOS GIRASOLES RESTAURANT & BAR, INC.

FIRST: Article VII is amended to read as follows: DIRECTORS AND OFFICERS

The name and address of the Board of Director who are subject of the provisions of these articles of Incorporation, the By-Laws and the act of the legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following:

| <u>NAME</u> | <u>ADDRESS</u> | <u>TITLE</u> |
|------------------------------|----------------------------------------------------|----------------|
| Genaro Nunez | 2700 Ponce de Leon Blvd Coral Gables, FL 33134 | President |
| Antonio Scheffler Villalobos | 5415 Collins Avenue # 705 Miami Beach, FL 33140 | Vice-President |
| Eduardo Warman Shimanovich | 5415 Collins Avenue # 705 Miami Beach, FL 33140 | Treasurer |

The amendment adoption is May 28th, 1997.

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this day 28 of May, 1997.

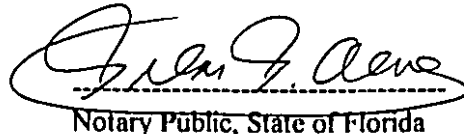
Signature Arturo Sobrino
Arturo Sobrino

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME , the undersigned authority , personally appeared Mr. Arturo Sobrino to me known to be the person above described and who executed the above and foregoing agreement freely and voluntarily and that the statements therein contained are true and correct and are submitted for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 28 day of May 1997.



Notary Public, State of Florida

My Commission expires



PILAR P ALONSO
My Commission OC343388
Expires Jan. 20, 1998

P95000050445

Requester's Name

Address

City/State/Zip

Phone #

200002196642--7

-05/30/97--01113--002

****105.00 *****35.00

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

| AMENDMENTS | |
|--------------------------|----------------------------------------|
| <input 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 |

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DIRECTOR'S RESIGNATION

LOS GIRASOLES RESTAURANT & BAR, INC.

AMENDED ARTICLE VII OF THE
ARTICLES OF INCORPORATION

The chairman then recognized the director named below who tendered his resignation, effective upon adjournment of this meeting. Upon motion duly made, seconded and carried said resignation was accepted and the secretary ordered to spread name upon the minutes of the meeting.

I, Arturo C. Sobrino, the undersigned director of the above named corporation, do hereby tender my resignation, to take effect upon adjournment of the meeting of the Board of Directors at which this resignation is accepted

Dated 28th May, 1997.



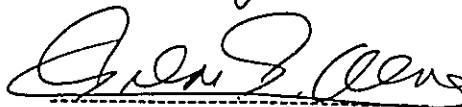
Arturo C. Sobrino - President

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Mr. Arturo C. Sobrino to me known to be the person above described and who executed the above and foregoing agreement freely and voluntarily and that the statements therein contained are true and correct and are submitted for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 28 day of May, 1997.



Notary Public, State of Florida

My Commission expires



PILAR P. ALONSO
My Commission **OC343388**
Expires Jan. 20, 1998

Requestor's Name

Address

City/State/Zip

Phone #

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-05/30/97--01113--002

****105.00 *****35.00

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

| AMENDMENTS | |
|--------------------------|----------------------------------------|
| <input 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 |

**STATEMENT OF CHANGE OF
REGISTERED AGENT/REGISTERED OFFICE
OF
LOS GIRASOLES RESTAURANT & BAR, INC.**

The name and address of the removed registered agent is:

Arturo Sobrino
2700 Ponce de Leon BLVD.
Coral Gables, FL 33134

The name and address of the new registered agent is:

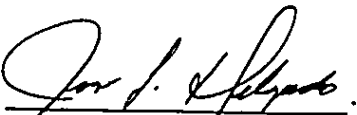
Jorge L. Delgado
2700 Ponce de Leon BLVD.
Coral Gables, FL 33134

The change was authorized by resolution duly adopted by its Board of Directors or by an officer so authorized by the Board of Directors.



Arturo Sobrino - Officer

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 property and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.



Jorge L. Delgado
Registered Agent