

Alexander E. Borell
Attorney At Law

3929 Ponce de Leon Blvd.
Coral Gables, FL 33134

Telephone
448-2336
Fax
444-6788

PR5000057128

200001543592
-07/24/95--01013--010
****122.50 ****122.50

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

July 19, 1995


Re: Incorporation of CAFFE DEL PRATO, INC.

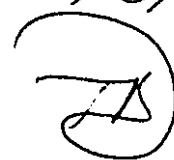
To Whom it may concern,

Attached you will find the Articles of Incorporation to the above corporation, and a check in the amount of \$122.50, for the filing fee.

Should you have any questions please feel free to contact me.

Very truly yours,


Alexander E. Borell

7/25/95


55 JUL 21 AM 7:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CAFFE DEL PRATO, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the Corporation is: CAFFE DEL PRATO, INC.

ARTICLE II.
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III.
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

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

ARTICLE IV.
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100) shares, all of which shall be common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE V.
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI.
REGISTERED OFFICE

The street address of the initial registered agent of the Corporation is:

1717 N. Bayshore Drive
Miami FL 33132

The name of the registered agent at such address is:

STEVEN FALSETTO

ARTICLE VII.
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

1717 N. Bayshore Drive
Miami FI 33132

ARTICLE VIII.
DIRECTORS

The initial Board of Directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's Bylaws.

The names and addresses for the two (2) members of the first Board of Directors are:

| <u>NAME</u> | <u>ADDRESS FOR BOTH</u> |
|-----------------|--|
| KUMAR DEEPAK | 1717 N. Bayshore Drive Miami FI 33132 |
| STEVEN FALSETTO | |

ARTICLE IX.
INCORPORATION

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| STEVEN FALSETTO | 1717 N. Bayshore Drive Miami FI 33132 |

ARTICLE X.
OFFICERS

The names and addresses and title of the initial officer(s) of the Corporation are:

| <u>NAME/TITLE</u> | <u>ADDRESS</u> (AS TO BOTH) |
|---|--|
| KURMAR DEEPAK, President/ Secretary | 1717 N. Bayshore Drive Miami FI 33132 |
| STEVEN FALSETTO, Vice President/ Treasurer | |

ARTICLE XI.
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII.
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER
PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its Director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The Director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XIII.
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights inferred upon the shareholders shall be subject to this reservation.

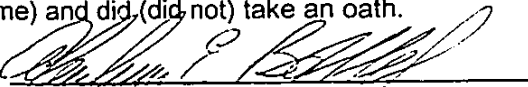
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18 day July, 1995.


STEVEN FALSETTO, INCORPORATOR

STATE OF FLORIDA

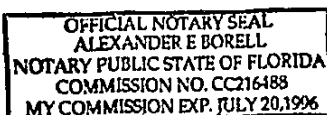
COUNTY OF DADE

THE FOREGOING instrument was acknowledged before me this 18 day of July, 1995 by Steven Falsetto, Incorporator of CAFFE DEL PRATO, INC., a Florida corporation, on behalf of the corporation who has produced his driver's license as identification (or is personally known to me) and did (did not) take an oath.


ALEXANDER E. BORELL
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION N^o

My Commission Expires:

Notary Seal:



CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM MAY BE SERVED

INCOMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT CAFFE DEL PRATO, INC., desiring to organize or qualify under
the laws of the Stat of Florida with its principal place of business at the CITY OF MIAMI,
STATE OF FLORIDA, HAS NAMED STEVEN FALSETTO, whose address is 1717 N.
Bayshore Drive, Miami FI 33132, as its Agent to accept service of process.

SIGNATURE: X

S. Falsetto

DATE:

July 18 - 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: X

S. Falsetto

DATE:

July 18th 1995

LAW OFFICES
Julio C. Alonso P.A.

JULIO C. ALONSO

999 PONCE DE LEON BOULEVARD
SUITE 1040
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 441-9900
FAX (305) 441-2811

P95000057128

July 8, 1996

700001889407
-07/10/96--01038--003
*****70.00 *****70.00

Division of Corporations
P.O. BOX 6327
Tallahassee, Fl. 32314

700001889407
-07/10/96--01038--003
*****70.00 *****35.00


RE: Caffe del Prato, Inc. #P95000057128
Resignations of Officer/Directors

Dear Sir or Madam:

Please find enclosed two Resignations pertaining to the above corporation for filing along with our Check numbered 1510 in the sum of \$70.00.

Should you have any questions do not hesitate to contact the undersigned.

Sincerely,


Natacha B. Goyanes
Sec. for the Firm

/nbg
Enc.

FILED
96 JUL 10 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

aff/Dir
Resign.

7-18-96
DC



Florida Department of State, Jim Smith, Secretary of State

RESIGNATION OF OFFICER AND/OR DIRECTOR

AFFIDAVIT

STATE OF FLORIDA:

COUNTY OF DADE:

BEFORE ME, the undersigned authority, personally appeared STEVEN FALSETTO, who by me being first duly sworn says to the best of his knowledge, information and belief, and under penalties of perjury:

1. That he has resigned as a Vice President & Director of CAFFE DEL PRATO, INC., a Florida corporation;
(Title)
(Name of Corporation)

2. That the corporation has been notified in writing of the resignation; and
3. That corporate minutes relating to the resignation are unavailable.

FURTHER AFFIANT SAYETH NOT.

[Signature]

AFFIANT

FILED
96 JUL 10 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 27TH day of JUNE 1996

[Signature]

My Commission Expires: _____

OFFICIAL NOTARY SEAL
MARY L PORFIDO
NOTARY PUBLIC
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453930
MY COMMISSION EXP. APR. 19, 1999

FILING FEE IS ~~\$20.00~~ \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
(904) 487-6051

P95000057/28

Natacha B. Goyanes

(Requestor's Name)

Law Offices Julio C. Alonso, P.A.

(Address)

999 Ponce De Leon Blvd., Ste. 1040

(City, State, Zip)

(Phone #)

Coral Gables, FL 33134

OFFICE USE ONLY

200001801142
-07/10/96--01003--003
*****70.00 *****35.00

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

CF.35

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 |

96 JUL 10 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Officer/Director
Resign. 7/18/96

Examiner's Initials

DC



Florida Department of State, Jim Smith, Secretary of State

RESIGNATION OF OFFICER AND/OR DIRECTOR

AFFIDAVIT

STATE OF FLORIDA:

COUNTY OF DADE:

BEFORE ME, the undersigned authority, personally appeared KURMAR DEEPAK, who by me being first duly sworn says to the best of his knowledge, information and belief, and under penalties of perjury:

1. That he has resigned as a President, Secretary and Director of Caffe del Prato, Inc. (Title) a Florida corporation; (Name of Corporation)

2. That the corporation has been notified in writing of the resignation; and
3. That corporate minutes relating to the resignation are unavailable.

FURTHER AFFIANT SAYETH NOT.

Kurmar Deepak.

AFFIANT

FILED
96 JUL 10 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 27th day of June, 1996

Mary L. Porfido.
NOTARY PUBLIC

My Commission Expires: _____

FILING FEE IS ~~\$20.00~~ \$35.00

OFFICIAL NOTARY SEAL
MARY L. PORFIDO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453930
MY COMMISSION EXP. APR. 19, 1999

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
(904) 487-6051