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July 19, 1995

Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Basibel Restaurante Co.**

Gentlemen:

Enclosed please find Articles of Incorporation for Basibel Restaurante Co and a money order in the amount of \$120.50 to cover the filing fee for same.

Should you require anything further, please feel free to contact us at our principal place of business located at 131 S.E. 2nd Street, Miami, Florida 33131.

Thank you in advance for your prompt processing of the above Articles of Incorporation.

Very truly yours,

  
Basilio Ayruth

BA:rm

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER JUL 26 1995

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**ARTICLES OF INCORPORATION**  
**OF**

**BASIBEL RESTAURANTE CO.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt and declare the following:

**ARTICLE I**

The name of the corporation shall be:

**BASIBEL RESTAURANTE CO.**

**ARTICLE II**

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things lawful under the laws of the State of Florida, and any other State, Municipality and/or Territories of the United States of America, as fully and to the same extent as natural persons might do.

- A. To buy, sell, market, distribute items of every type and nature, including but not limited to any marketable product or item whether produced by the corporation or by others.
- B. To lend money and negotiate loans, and generally to carry on, conduct, promote, operate and undertake any business transaction or operation commonly carried on, conducted, promoted, operated or undertaken by individuals, business entities, capitalists, financiers, manufacturers agents, builders, brokers, dealers and others; to lend and advance money or give credit to such persons or firms and on such terms as may seem expedient, to export and import to and from foreign countries, it's agencies, business entities and individuals, etc. and to engage in any and all other lawful acts in accordance with all applicable laws and regulations.
- C. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified.
- D. To borrow or raise money for any purpose of the company and to secure the same and interest thereon, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights of franchise of the company now owned or hereafter acquired, and to create, issue, draw and accept negotiable instruments, mortgages, bills of exchange, promissory notes or other evidences of obligation.
- E. The corporation may engage in any activity or business permitted under the laws of the United States of America and/or any foreign country where it may operate from time to time.

### ARTICLE III

The maximum number of shares of stock of this corporation shall be 1,000 shares of common stock, said stock, having a par value of \$10.00 each and to fully paid and non-assessable, all of which shall become common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors, and such shares of stock shall be issued, sold or transferred in accordance with the By-Laws of the corporation.

### ARTICLE IV

The amount of capital with which the corporation shall begin business shall be \$10,000.00.

### ARTICLE V

The corporation shall have perpetual existence

### ARTICLE VI

The principal office and address of this corporation shall be: 131 S.E. 2nd Street, Miami, Florida 33131.

The corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and without the State of Florida and in such foreign countries as its Board of Directors may authorize.

### ARTICLE VII

The resident agent of the corporation shall be:

Abel Jesus Da Silva  
1450 S. Bayshore Dr. #2007  
Miami, FL 33131

The Board of Directors, in its discretion, may replace its resident agent at any time with such replacement to be effective upon notice of such replacement being filed with the Secretary of State of Florida.

### ARTICLE VIII

The business and affairs of the corporation shall be conducted by a Board of Directors of not less than one (1) nor more than five (5), in accordance with By-Laws to be adopted by the Board of Directors which are not in conflict with the provisions of these Articles of Incorporation.

### ARTICLE IX

The names and addresses of the Officers and the first Board of Directors of this corporation who shall hold office for the first year of its existence, or until their successors are elected and qualified, are as follows:

Basilio Ayruth  
1990 Marcelle Drive  
Miami Beach, FL 33141

Director and President

Abel Jesus Da Silva  
1450 S. Bayshore Dr. #2007  
Miami, FL 33131

Secretary/Treasurer

## ARTICLE X

The names and post office addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take, and the consideration therefore, the proceeds of which will amount to at least \$10,000.00 are as follows:

<u>NAMES AND ADDRESSES</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Abel Jesus Da Silva (As Agent) 1450 S. Bayshore Dr. #2007 Miami, FL 33131	333.30	\$3,333.00
Basilio Ayruth 1990 Marcelle Drive Miami Beach, FL 33141	666.70	\$6,667.00

IN WITNESS WHEREOF, the undersigned subscribe to this Certificate of Incorporation at \_\_\_\_\_, Florida, this \_\_\_\_\_ day of \_\_\_\_\_ A.D. 19\_\_\_\_, for the uses and purposes aforesaid.

Abel Jesus Da Silva  
NAME: Abel Jesus Da Silva (Agent)

Basilio Ayruth  
NAME: Basilio Ayruth

I the undersigned herein accept the appointment as resident agent

Abel Jesus Da Silva  
NAME: Abel Jesus Da Silva

STATE OF FLORIDA)  
COUNTY OF DADE )SS

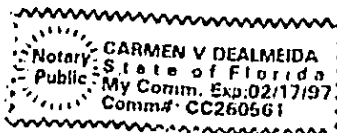
BEFORE ME, the undersigned authority, in and for said County and State, personally appeared Abel Jesus Da Silva and Basilio Ayruth.

subscriber(s) and person(s)

described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that they did subscribe thereto free'y and voluntarily and did so for, the uses, and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 14th day of July, A.D. 1995

Carmen V De Almeida  
Notary Public,



95 JUL 24 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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