

P9500006495

August 10, 1995

40000001568884
-08/17/95--01077--003
****122.50 ****122.50

Honorable Secretary of State
Tallahassee, Florida

Dear Mr. Secretary of State:

Enclosed is original and one copy of Articles of Incorporation of

LAS PIRAMIDES RESTAURANT, INC.

Also enclosed is a check in the amount of \$ 122.50 to cover charter
tax, filing fee, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,

Encls.

LIDIA G. MENDIETA

10300 S.W. 40 STREET, #316.
MIAMI, FL 33165

RECEIVED
SECRETARY OF STATE
CORPORATIONS
95 AUG 29 11 5:22

W95-16817

95-137175



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

FILED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE

03 AUG 30 AM 0:22

August 21, 1995

LIDIA G. MENDIETA
10300 SW 40 STREET #216
MIAMI, FL 33165

SUBJECT: LAS PIRAMIDES RESTAURANT, INC.
Ref. Number: W95000016817

We have received your document for LAS PIRAMIDES RESTAURANT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 795A00039076

ARTICLES OF INCORPORATION
OF

FILED
IN THE
CLERK'S OFFICE
OF THE
STATE OF FLORIDA
JAN 16 1962

LAS PIRAMIDES RESTAURANT, INC.

Article I - NAME

The name of this corporation is:

LAS PIRAMIDES RESTAURANT, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

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

- a) To operate a restaurant and to conduct and carry on the business of buying, selling and, dealing in all kinds of fresh and frozen fish, parts and products and other foods or food products.
- b) To own, hold, rent, control, lease, conduct and, engage in the restaurant business.
- c) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- d) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other States, districts, territories, countries, or colonies.
- e) To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

- f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- g) To acquire by purchase, subscription or otherwise to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownerships, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.
- h) In general, to carry on any other business in connection with the foregoing, and to have exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do, subject only to the limitations of law.

Article IV - Capital Stock

This corporation is authorized to issue 6,000 shares of one dollar and no cents (\$1.00) par value common stock.

Article V - Preferences, Limitations and Relative Rights of Shares of Capital Stock.

Section 1. Rights upon Liquidation or Disolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting Rights.

Except as otherwise provided bylaw, the entire voting power for the election of directors and for all other purposes shall be vented exclusively in the holders of the outstanding Common Shares

Article VI - Preemptive Rights.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent.

The street address of the initial registered office of this corporation and principal office address of this corporation is:

10300 S.W. 40 Street
Miami, Florida 33165

Other offices for the transaction of business may be located wherever the Director may deem necessary or expedient and the name of the initial registered resident agent of this corporation at that address is:

Lidia G. Mendieta

Article VIII - Initial Board of Directors.

This corporation shall have ONE one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and adresses of the initial directors of this corporation are :

Lidia G. Mendieta
10300 S.W. 40 Street
Miami, Fl 33165

Article IX - Incorporator.

The name and address of the person signing these articles is:

Lidia G. Mendiola
10300 S.W. 40 Street. # 216
Miami, Florida 33165

Article X - Bylaws.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Approval of Shareholders Required for Merger.

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not such approval is required by law.

Article XII. Indemnification.

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

Article XIII - Amendment.

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 subscriber has executed those articles of incorporation this 10 of August of 1995.

[Signature]
Subscriber

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared:

[Signature]
OFFICE OF THE CLERK OF THE COUNTY OF DADE
NOTARY PUBLIC
COMMISSION # 3557
EXPIRATION DATE 12/31/96

known to me and know by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10 day of August, 1995.

FILED
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FLORIDA

RECORDED - 11 8:22

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that LAS PIRAMIDES RESTAURANT, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida,

has named	<u>Lidia G. Mendiola</u>
located at	<u>10300 S.W. 40 Street, # 216</u>
City of	<u>Miami</u>
State of	<u>Florida</u>

as its agent to accept services of process within Florida.

SIGNATURE _____
TITLE _____
DATE _____

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 the capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE _____
DATE _____