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8/31/95
FLORIDA DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST
SUITE 200
MIAMI FL 33135-062-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

((H950000096736)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BIBA RESTAURANT, INC.
FAX AUDIT NUMBER: H950000096736
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BIBA RESTAURANT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: BIBA RESTAURANT, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.

All stock is to be issued as fully paid and exempt from assessment.

Prepared by: Carlos C. Lopez-Aguilar, P.A.
Florida Bar No. 206393
1040 S.W. 1st Street
Miami, FL 33130

1 LAW OFFICES

CARLOS C. LOPEZ-AGUIAR, P.A. - CANTELOP BUILDING - 1040 S.W. FIRST STREET - MIAMI, FLORIDA 33130 1004
TELEPHONE (305) 548-7668 FACSIMILE (305) 271-1243

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ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS AND NO/100 (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: 3472 S.W. 8th Street, Miami, Florida 33135. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered address of the corporation is 1036 S. W. First Street, Miami, Florida 33130.

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ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than six directors. A quorum for the holding of a meeting which shall be properly done by the Directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the slate of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Clara De Jesus	Director - President - Secretary	13945 SW 158th Tr Miami, Fl 33177

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

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ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 30 day of August, 1995.

Clara De Jesus (SEAL)
CLARA DE JESUS

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, personally appeared Clara De Jesus, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes

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therein expressed. Identification: FIA. DL# D20214053 792
WITNESS my hand and official seal at City of Miami, County of
Dade, State of Florida, this 30th day of August, 1995.

Vivian Williams
NOTARY PUBLIC, STATE OF
FLORIDA at Large

My Commission Expires: 10/9/96



VIVIAN WILLIAMS
My Comm Exp. 10/09/96
Bonded By Service 1ms
No. CC251226
☐ Personally Known ☒ Other ID

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMED REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Miami, County of DADE, State of FLORIDA, has named FLORIDA ANNUAL REPORT SERVICES, INC., a Florida corporation located at 1036 Southwest First Street, Miami, Florida 33130, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

FLORIDA ANNUAL REPORT SERVICES, INC.

By

Vivian Williams
VIVIAN WILLIAMS
SECRETARY - TREASURER

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TALLAHASSEE, FLORIDA

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11/20/96

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BIBA RESTAURANT, INC.

AUDIT NUMBER.....H96000016432

DCC TYPE.....REGISTERED AGENT CHANGE

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Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: BIBA RESTAURANT, INC.

1a. Date of Incorporation 8/31/95 Document number 95000067636

2. The name and address of the present registered agent and officer:

Florida Annual Report Services, Inc.

2300 Coral Way, #200, Miami, Florida 33145

3. The name and address of the successor registered agent and officer:
(P. O. BOX NOT ACCEPTABLE)

Jose Maria Pacheco

3472 SW 8th Street, Miami, Florida 33135

The address of its registered agent and the address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors.

SIGNATURE [Signature]

(President or Vice President)

DATE 11/19/96

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. AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Prepared by: Eduardo J. Garcia
1101 Brickell Avenue
3rd Floor
Miami, FL 33131
(305) 358-4800
FBN 19526

SIGNATURE [Signature]

(Registered Agent)

DATE 11/19/96

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DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314

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