

P95000068788

149-00-1000 00 03 FRTM

90492-4043

P. 11

9/06/95

FLORIDA DIVISION OF CORPORATIONS

2:42 PM

PUBLIC ACCESS SYSTEM

((H95000009894)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

FAX: (904) 922-4000

((H95000009894)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A

NAME: BETHENCOURT & SONS, INC. II

FAX AUDIT NUMBER: H95000009894

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/06/1995

TIME REQUESTED: 14:41:51

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000009894)))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:06

9/7/95  
178

RECEIVED  
TALLAHASSEE, FLORIDA

50 SEP -6 AM 9:52

62 SEP -6 PM 2:29

RECEIVED

Prepared by: M. Jorge Arcees P.A. Fl. Bar No. 796514  
782 NW 42 Ave, Suite 440  
Miami, Fl. 33126  
(305) 442-2283

ARTICLES OF INCORPORATION OF

Bethencourt & Sons, Inc. II

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

Article I. NAME

The name of this corporation is: Bethencourt & Sons, Inc. II

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these of Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The purpose of this corporation shall be to operate a cafeteria.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

Article V. PRE-EMPTIVE 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 she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to

H9500000989 4

H9500000989 4

19048224000  
SECRET  
FBI  
MAY 19 9:52  
P.02

H9500000989 4

others).

Article VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent of this corporation and its principal place of business is:

Humberto C. Bethencourt  
8275 NW 56 Street  
Miami, Florida 33166

This address shall be the corporate address.

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director's initially who shall serve until their successors, if any, are selected at the Shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial Directors of this corporation are:

Herbert C. Bethencourt  
Humberto C. Bethencourt

Article VIII. INITIAL OFFICERS

H9500000989 4

The name and address of the initial officers of this corporation is/are:

President:	Herbert C. Bethencourt 8275 NW 56 st. Miami, Fl. 33166
Vice President:	Humberto C. Bethencourt 8275 NW 56 st. Miami, Fl. 33166
Secretary:	Humberto C. Bethencourt 8275 NW 56 st. Miami, Fl. 33166
Treasurer:	Humberto C. Bethencourt 8275 NW 56 st.

Miami, Fl. 33166

Article IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Humberto C. Bethencourt  
8275 NW 56 st.  
Miami, Fl. 33166

Article X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction, of the shareholders of this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by

H9508000989 4

H950000989 4

H950000989 4

means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION

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

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 6 day of September, 1995.

WITNESS

Ethel C. Bethencourt  
Ethel C. Bethencourt  
M. Jorge Arce  
M. Jorge Arce

Humberto C. Bethencourt  
Humberto C. Bethencourt

STATE OF FLORIDA }

COUNTY OF DADE }

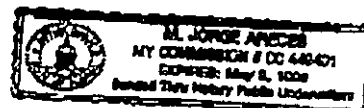
SS:

BEFORE ME, the undersigned authority, personally appeared Humberto C. Bethencourt, to me known to be the person who executed the foregoing Articles of Incorporation and who I personally known and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6 day of September, 1995.

My Commission Expires:

M. Jorge Arce  
NOTARY PUBLIC, State of Florida  
at Large.



H950000989 4

H9500000989 4

ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that Bothencourt & Sons, Inc. II 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, Dade County, State of Florida has named Humberto C. Bothencourt located at 8275 NW 56 st. City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

INCORPORATOR

By:

*Humberto C. Bothencourt*  
Humberto C. Bothencourt

H9500000989 4