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RECEIVED

96 JAN -8 AM 11:36

DIVISION OF CORPORATION

LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE 16
(Address)

MIAMI, FLORIDA 33174 (305) 552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE
(904) 385-6715

OFFICE USE ONLY

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-01/08/96--01037--025
****122.50 ****122.50

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

- 1. Polonia El Submarino II, Inc.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

V FILINGS	
<input type="checkbox"/>	Non-Profit
<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

789-510-671
W96-558

Examiner's Initials CF

1/19/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVENUE #16
MIAMI, FL 33174

SUBJECT: OSTERIA EL SUBMARINO II, INC.
Ref. Number: W96000000558

Translation: the SUBMARINE Oyster II, inc

We have received your document for OSTERIA EL SUBMARINO II, 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):

Please provide an English translation for the entity's name in your cover letter.

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: 596A00000872

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95 JAN -9 AM 11:10
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
OSTERIA EL SUBMARINO II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -9 PM 2:47

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is: OSTERIA EL SUBMARINO II, INC.

ARTICLE TWO

The general purposes for which the corporation is organized are:

1. To engage in the business of restaurant operation and management.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act or engage in any other trade business which can, in the opinion of the Board of Directors of the corporation be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE THREE

The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED (100) . Such shares shall be of a single class, and shall have a par value of TEN (\$10.00) DOLLARS per share.

ARTICLE FOUR

The street address of the initial registered office of the corporation is: 15148 SW 72nd Street, Miami, Fl 33193

The name of its registered agent is YOLANDA RIOS

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be : 15148 SW 72nd Street, Miami, Fl

ARTICLE SIX

This corporation shall have not less than three directors, initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one .

ARTICLE SEVEN

The names and post office addresses of the first Board of Directors and officers 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 :

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
YOLANDA RIOS	5860 W 13th Ct Hialeah, Fl 33012	President
ELSA M. CARRILLO	5860 W 13th Ct Hialeah, Fl 33012	Treasurer
MARIA I. RIOS	5860 W 13th Ct Hialeah, Fl 33012	Secretary

ARTICLE EIGHT

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 value of the consideration paid thereof, are :

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
YOLANDA RIOS 5860 W 13th Ct Hialeah, Fl 33012	100	\$ 1,000.00

The proceeds of the stock subscribed for is at least as much as the amount of capital necessary to begin business.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

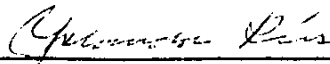
ARTICLE TEN

Any action of the stockholders of this corporation may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the stockholders who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders.

ARTICLE ELEVEN

If, at any time any of the stockholders desire to sell and dispose of their stock, said stockholder of stockholders shall first offer it in writing to the other stockholders, stating price and terms and give said other stockholders thirty (30) days, if no stockholder has purchased the stock, said stockholder shall have the right to sell to whomever will purchase it for the same sums and prices for which it was offered to the stockholders.

IN WITNESS HEREOF, the incorporator (s) have hereunto set their respective hands and seals this 3rd day of January, 1996.



YOLANDA RIOS


STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorizaed in the state and county named above to take acknowledgments, personally appeared

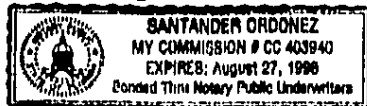
===== YOLANDA RIOS =====

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Hialeah, Dade County, Florida, this 3rd day of January, 1996.


Notary Public, State of Florida
at Large

My Commission Expires:



CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED.

In pursuance of Section 607.0501, Florida Statutes, the following
is submitted, in compliance with said Act:

FIRST OSTERIA EL SUBMARINO II, INC. desiring to
organize under the laws of the State of Florida with its principal office
as indicated in the Articles of Incorporation at the city of
County of Dade, State of Florida, has named YOLANDA RIOS
15148 SW 72nd Street, Miami, FL 33193 its REGISTERED AGENT to
accept services of process within this states.

ACKNOWLEDGMENTS:

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

Yolanda Rios
YOLANDA RIOS, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -9 PM 2:47