

**P96000003811**

LAW OFFICES  
**PEDRO P. SAEZ, P.A.**  
601 PONCE DE LEON BOULEVARD, SUITE 101  
CORAL GABLES, FLORIDA 33134

PEDRO P. SAEZ

TELEPHONE (305) 442-4280  
TELEFAX (305) 442-4580

January 9, 1996

*Return to  
Bill ASAA*

**VIA FEDERAL EXPRESS**  
Attorney's Title Insurance Fund, Inc.  
660 East Jefferson Street, Suite 200  
Tallahassee, Florida 32301

400001687284  
-01711796--01069--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ~~1237 Lincoln Road Food Corp.~~  
Our File No.: 2365-101

Dear Sir/Madam:

Enclosed for filing with the Secretary of State, Division of Corporations, please find duplicate originals of the Articles of Incorporation of the above named corporation together with their respective certificates designating the registered agent and registered office of said corporation in Florida.

Also enclosed is our check payable to the Fund in the amount of \$10.00 to cover your handling fee and a check for \$122.50 payable to the Florida Department of State to cover the following:

- Filing fee.....\$ 35.00
- Designation of Registered Agent and Office..... 35.00
- Certified copy..... 52.50
- Total.....\$122.50

Please return a certified copy of the enclosed Articles of Incorporation along with your invoice for these services to the undersigned. Thank you.

Very truly yours,  
PEDRO R. SAEZ, P.A.  
  
Pedro P. Saez, Esq.

PPS:xx  
enclosures

DIVISION OF CORPORATIONS  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 96 JAN 11 PM 3:39  
**FILED**

D. BROWN JAN 11 1996

ARTICLES OF INCORPORATION  
OF  
1237 LINCOLN ROAD FOOD CORP.

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FILED  
96 JAN 11 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

**Article I - Name**

The name of the corporation is 1237 LINCOLN ROAD FOOD CORP.

**Article II - Principal Office**

The initial principal place of business or mailing address of the Corporation shall be 1237 Lincoln Road, Miami Beach, Florida 33139.

**Article III - Term of Existence**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

#### Article IV - Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

#### Article V - Authorized Shares

(a) Number. The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock having a par value of \$1.00 each.

(b) Preemptive Rights. Shareholders shall have preemptive rights.

#### Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 901 Ponce de Leon Boulevard, Suite 701, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Pedro P. Saez, Esq..

#### Article VII - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin Borrero	11800 N.W. 10th Avenue Miami, Florida 33168
John Borrero	11800 N.W. 10th Avenue Miami, Florida 33168
Vincent Borrero	11800 N.W. 10th Avenue Miami, Florida 33168

**Article VIII - Bylaws**

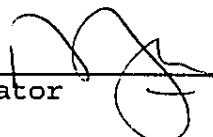
The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

**Article IX - Incorporator**

The name and address of the subscriber to these Articles are:

<u>Name</u>	<u>Address</u>
Pedro P. Saez, Esq.	901 Ponce de Leon Boulevard Suite 701 Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Coral Gables, State of Florida this 9<sup>th</sup> day of January, 1996.

  
 \_\_\_\_\_ (SEAL)  
 Incorporator

STATE OF FLORIDA        )  
                                   )SS:  
 COUNTY OF DADE         )

BEFORE ME, the undersigned authority, this day personally appeared PEDRO P. SAEZ, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation,

and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in, Dade County, Florida this 9th day of January, 1996.

Margarita Estrada  
NOTARY PUBLIC, State of  
Florida at Largo  
Margarita Estrada  
My Commission Expires: \_\_\_\_\_

OFFICIAL NOTARY SEAL  
MARGARITA ESTRADA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC399393  
MY COMMISSION EXP. AUG. 10, 1998


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

**FILED**  
96 JAN 11 PM 3:39  
CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

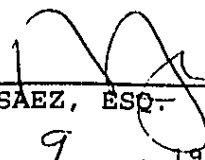
1237 LINCOLN ROAD FOOD CORP., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Coral Gables, State of Florida has named PEDRO P. SAEZ, ESQ., located at 901 Ponce de Leon Boulevard, Suite 701, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

INCORPORATOR:

  
\_\_\_\_\_  
PEDRO P. SAEZ, ESQ

January 9, 1996

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.

  
\_\_\_\_\_  
PEDRO P. SAEZ, ESQ.

January 9, 1996

P960000003811

Requestor's Name  
 Address  
 City/State/Zip Phone #

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 SE AUG 18 PM 1:57  
 APPROVED AND FILED

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

*P960000003811*  
*CX/RS*  
*P. P. 96*

Examiner's Initials	
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Florida Department of State, Sandra B. Mortham, Secretary of State

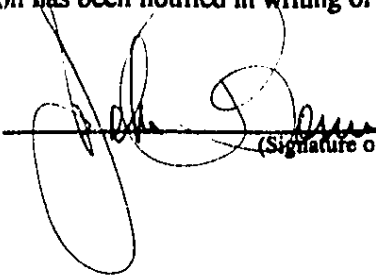
**OFFICER / DIRECTOR RESIGNATION**

I, John Borrero, hereby resign as Vice-Pres. & Secretary  
(Title)

of 1237 Lincoln Road Food Corp.  
(Name of Corporation)

a corporation organized under the laws of the State of Florida

That the corporation has been notified in writing of the resignation.

  
(Signature of resigning officer/director)

APPROVED  
AND  
FILED  
JUN 8 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILING FEE IS \$35.00**

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



# P96000003811

1237 Lincoln Road Food Corp.  
 1237 Lincoln Road  
 Miami Beach, FL 33139

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Office Use Only

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

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4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SS 808-0 FRI 1-5-

APPROVED  
AND  
FILED

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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

P96000003811  
 OX/Rs  
 8.8.96

Examiner's Initials	
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Florida Department of State, Sandra B. Mortham, Secretary of State

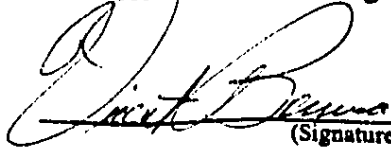
**OFFICER / DIRECTOR RESIGNATION**

I, Vincent Borrero, hereby resign as Treasurer (Title)

of 1237 Lincoln Road Food Corp.  
(Name of Corporation)

a corporation organized under the laws of the State of Florida

That the corporation has been notified in writing of the resignation.

  
(Signature of resigning officer/director)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

56 AUG - 8 PM 1:55

APPROVED  
AND  
FILED

**FILING FEE IS \$35.00**

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