

• P96000010260

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96 JAN 24 AM 10:40
DIVISION OF CORPORATIONS

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

0000001 ISSUE 10
01/24/96--01040--010
**\$1400.00 本來本來 70.00

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

1. MEDITERRANEE BOUILLABAISSE CO.

(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

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	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 1 PM 2:15

2-1-96
Examiner's Initials **WJW**



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

January 24, 1996

AMERILAWYER
343 ALMERIA AVENUE
CORAL GABLES, FL 33134

SUBJECT: MEDITERRANEE BOUILLABAISSE CO.
Ref. Number: W96000001844

We have received your document for MEDITERRANEE BOUILLABAISSE CO. and your check(s) totaling \$1400.00. 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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 196A00003156

**ARTICLES OF INCORPORATION
OF
MEDITERRANEE BOUILLABAISSE CO.**

SECRETARY OF STATE
VISITOR OF COMPTROLLER
95 FEB - 1 PH 2:15

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **MEDITERRANEE BOUILLABAISSE CO.**, (hereinafter, "Corporation"). The English translation for this name is **Mediterranean Soup, Inc.**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 150 Ocean Lane Drive, Suite 2H, Key Biscayne, Florida 33149-1416 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

**Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134**

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: Lionel Chauve
Vice-President: Darlyne Chauve, Ketsia Chauve, Karyn Chauve
Secretary: Suzanne Chauve
Treasurer: Suzanne Chauve

whose addresses shall be the same as the principal address of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Lionel Chauve

whose addresses shall be the same as the principal address of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

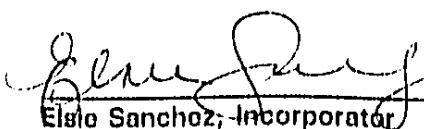
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this JAN 23 1996.

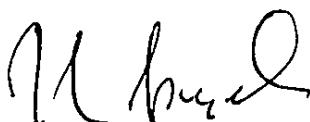

Elsie Sanchez, Incorporator

REC'D
FEB -1
PM 2-15
FEB
CORPORATION
SECTION 607.0505
FLORIDA
STATE
REGISTRATION
DIVISION
FLORIDA
DEPARTMENT
OF STATE
TREASURER
FLORIDA
STATE
REGISTRATION
SECTION 607.0505
FLORIDA
DEPARTMENT
OF STATE
TREASURER

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 
Lawrence J. Spiegel, President

ARTICLES SUB



343 ALMIRIA AVENUE / CORAL GABLES, FL 33134 / TELEPHONE: (305) 445-2700 / (800) 603-3900 / FACSIMILE: (305) 447-8900
MAILING ADDRESS: POST OFFICE BOX 144479 / CORAL GABLES, FL 33114-4479

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(City, State, Zip)

(Phone #)

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-01/24/96--01040--010
***1400.00 ***70.00

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(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

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 24, 1996

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Kathy Hyman
Document Specialist

Letter Number: 196A00003156

ARTICLES OF INCORPORATION

OF

MEDITERRANEE BOUILLABAISSE CO.

SECRETARY OF STATE
MESSAGE OF CONFIRMATION
95 FEB - 1 PH 2:15

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Secretary: Suzanne Chauve
Treasurer: Suzanne Chauve

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ARTICLE 14 - EFFECTIVE DATE

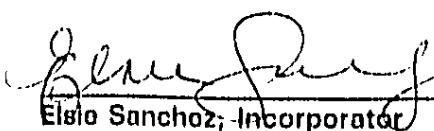
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ARTICLE 15 - AMENDMENT

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this JAN 23 1996.


Elio Sanchez, Incorporator

FILED
CLERK OF STATE
FLORIDA
CORPORATION
FEB -1 PM 2:15

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

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The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 
Lawrence J. Spiegel, President

ATTEST: SUB

