

2/13/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

33408-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RAMIREZ & LEON, CORP.

FAX AUDIT NUMBER: H9600002117

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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CERTIFICATE OF INCORPORATION

OF

RAMIREZ & LEON, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATIONARTICLE I.

The name of this corporation shall be: RAMIREZ & LEON, CORP.

ARTICLE II.

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

(a). To engage in the business of restaurant/cafeteria and the dispensing of cooked food either at the counter or on the take-out basis, and the sale of beer and wine with the food, and any other activity related to the main purpose.

CARLOS M. MENDEZ, ESQ.
Fla. Bar No: 232221
1800 West 49th St., #203
Hialeah, Fl. 33012
Tel: (305) 885-5376

capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholder' quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III.

The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be TWO HUNDRED (200) shares, all of which shall be of \$ 1.00 par value, and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in services or property at just valuation, to be fixed by the Directors of this corporation at the organisational meeting, or any other meeting held for that purpose.

ARTICLE IV.

The initial registered office of the corporation is:
3530 S.W. 10th St., #2, Miami, Fl. 33135 and the initial

registered agent at such address is LEONID M. RAMIREZ.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The initial Post Office Address of the principal office of this corporation in the State of Florida is: 1000 E. 15th St., Hialeah, Florida 33010.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII.

This corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII.

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 suc-

censors are elected and qualified, are as follows:

LEONID M. RAMIREZ	President & Director	3530 S.W. 10th St., #2 Miami, Fl. 33133
JOSE MARIN LEON	Secretary/ Treasurer & Director	43 N.W. 40th Ct. Miami, Fl. 33126

ARTICLE IX.

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, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
LEONID M. RAMIREZ	3330 S.W. 10th St., #2 Miami, Fl. 33135	100	\$100.00
JOSE MARIN LEON	43 N.W. 60th St. Miami, Fl. 33126	100	\$100.00

ARTICLE X.

The management and control of the business of this corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President; one or more Vice-Presidents; a Treasurer and a Secretary; one or more of said officers may hold one or more offices.

ARTICLE XI.

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

ARTICLE XII.

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

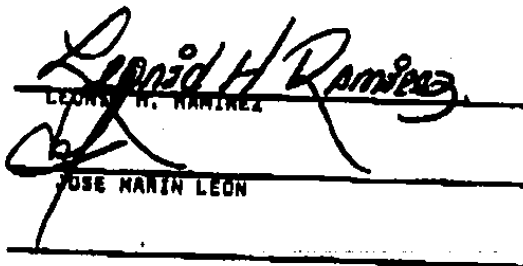
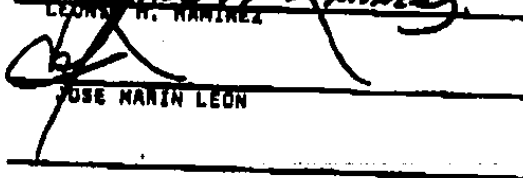
(a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 13th day of February 19 96.


LEONID H. RAMIREZ

JOSE MARIN LEON

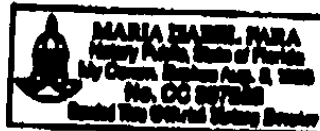
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared LEONID H. RAMIREZ and JOSE MARIN LEON 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 Mialeah, Dade County, Florida, this 13th day of February, 19 96.

Maria Isabel Fera
Notary Public, State of Florida
at Large

My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared LEONID H. RAMIREZ, to me known to be the person described as the Resident Agent and Initial Registered Agent, as set forth in these Articles of Incorporation and he/she hereby accepts to act in this capacity and agrees to comply with the provisions of said Act.

Leonid H. Ramirez
LEONID H. RAMIREZ

SWORN TO AND SUBSCRIBED before me on this 13th day of February, 19 96.

My Commission Expires:

Maria Isabel Fera
NOTARY PUBLIC

