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3-29-96 Annie
Luis E. Barrios #815
Requester's Name
1420 N.E. 123 Street
Address
Miami, FL 33161
City State ZIP Phone
891-9186

VALIDATION ONLY

FILED
55 APR -1 PM 1:48
TALLAHASSEE, FLORIDA
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APR 1 1996
TALLAHASSEE, FLORIDA
11:01 AM

CORPORATION(S) NAME

ONE Biscayne DELI, INC.

Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

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ARTICLES OF INCORPORATION OF ONE BISCAYNE DELI, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: ONE BISCAYNE DELI, INC.

ARTICLE II - PURPOSE

The general nature of the business and the objects and purposes to be transacted, promoted and carried on are:

- a. To engage in every aspect of the restaurant business.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at No Par Value.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Shares of the corporation's stock and certificates shall be issued to SAUL AROCHA and FELIX AROCHA, who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services and this corporation.

ARTICLE IV - AMOUNT OF STOCK

The amount of capital stock with which this corporation will begin business with no less than Five Hundred (\$500.00) Dollars.

ARTICLE V - TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The initial post office address of the principal office of this corporation in the State of Florida is: Two South Biscayne Boulevard, Basement, Miami, Florida, 33131. The initial registered agent is LUIS E. BARRETO, ESQUIRE, whose address is 100 South Biscayne Blvd., Suite 1101, Miami, Florida, 33131.

ARTICLE VII - DIRECTORS

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

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The name(s) and post office address(es) of the member(s) of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, by the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successor(s) are elected and have qualified, are:

SAUL AROCHA
Two South Biscayne Blvd.
Basement
Miami, FL 33131

PRESIDENT

FELIX AROCHA
Two South Biscayne Blvd.
Basement
Miami, FL 33131

VICE PRESIDENT

ESTRELLA AROCHA
Two South Biscayne Blvd.
Basement
Miami, FL 33131

SECRETARY/TREASURER

ARTICLE IX - SHAREHOLDERS

The name(s) and post office address(es) of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

SAUL AROCHA

PRESIDENT

50 SHARES

FELIX AROCHA

VICE PRESIDENT

50 SHARES

ARTICLE X - AMENDMENT

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 XI - DESIGNATION OF REGISTERED AGENT


That LOUIS E. BARRETO, ESQUIRE, of 100 South Biscayne Blvd., Suite #1101, Miami, Florida, 33131, is hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered address.

By: 
LOUIS E. BARRETO, ESQUIRE
Registered Resident Agent

Date: 3/22/96

WE, the undersigned, being each and all of the original subscriber(s) to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock herein above set forth, and accordingly have hereunto set my hands and seals this 22 day of March, 1996.


SAUL AROCHA, President


FELIX AROCHA, Vice-President

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this date before me, a Notary Public duly authorized to administer oaths and take acknowledgements, personally appeared SAUL AROCHA, President, and FELIX AROCHA, Vice-President, of the above named corporation, who produced as identification their driver's license(s) number(s), or who are personally known to me, to be the person(s) described as

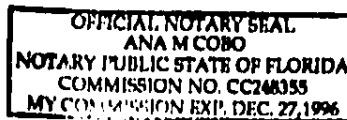
subscribers in and he executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation, and did take an oath.

Witness my hand and seal in the County and State named above this 27th day of March, 1996.


NOTARY PUBLIC STATE OF FLORIDA
AT LARGE
Name: Ana M. Cobo

My Commission Expires:

lawfirm/arochoa.art



FILED
96 APR -1 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA