

P96000038195

March 29, 1996

Department of State
Divisions of Corporation
PO Box 6327
Tallahassee, Florida 32314

40000179144
-04/29/96 --01000--001
*****70.00 *****70.00

Subject: Top Chef Investment, Inc.

Enclosed please find an original as well as one (1) copy of the Articles of Incorporation and our check for \$ 70.00 for the above referenced corporation.

Javier Gonzalez
14257 SW 17th Street
Miami, Florida 33175
(305) 553-7753

FILED
96 APR 29 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 3 1996

BSB

FILED

ARTICLES OF INCORPORATION

96 APR 29 AM 8:46

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Top Chef Investment, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Top Chef Investment, Inc.

ARTICLE II NATURE OF BUSINESS

The general nature of the business and the objectives and the purpose to be transacted and carried on are:

- 1.- For any lawful purpose for which a corporation may operate under the laws of the
- 2.- For any lawful business that a corporation may operate under the laws of the State of Florida.
- 3.- And, in general to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

ARTICLE III DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE IV CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares at one dollar (\$ 1.00) par value, which shall be designated " Common Shares".

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is Javier Gonzalez, the address of the initial registered office is 14257 S.W. 17th Street, Miami, Florida, 33175.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director(s) initially. The number of Directors may be increased or decreased from time to time by the By- Laws, but shall never be less than one (1). The name(s) and street address(es) of the initial Director(s) are :

<u>Names:</u>	<u>Addresses:</u>
Javier Gonzalez Pres.	14257 S.W. 17th Street Miami, Florida 33175

ARTICLE VII LAWS

The By- Laws of this Corporation may be adopted, altered, amended, or repealed by either the stockholder(s) or Director(s).

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX PREEMPTIVE RIGHTS

Every Stockholder, upon of the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her probata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

<u>Names:</u>	<u>Addresses:</u>
Javier Gonzalez Social Security # 594-44-9986	14257 S.W. 17th Street Miami, Florida 33175

ARTICLE XI OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 14252 S.W. 17th Street, Miami, 33175 County of Dade, State of Florida. The Corporation may also have at such places within or without the State of Florida as the Board may from time to time establish.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 29 day of March, 1996.

Javier Gonzalez
Javier Gonzalez
Florida DL 67524420-71-001-0

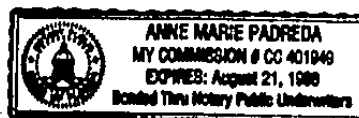
STATE OF FLORIDA)
COUNTY OF DADE) ss.

Before me, A Notary Public authorized in the State and County set forth above, personally appeared Javier Gonzalez, known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of Top Chef Investment, Inc. and acknowledge before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29 day of March, 1996.

NOTARY PUBLIC

[Signature]



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 APR 29 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

First, that Top Chef Investment, Inc., a Corporation, 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 Miami, County of Dade, State of Florida, has named Javier Gonzalez and the street address of the initial registered office of this Corporation is 14257 S.W. 17th Street, Miami, 33175, as its agent to accept service of process within this state.

Second, Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, and the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said act relative to keeping open said office and all of statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this 24 day of March 1996.

Javier Gonzalez
Javier Gonzalez

Florida DL 67524-400-71-001-0

SWORN TO AND SUBSCRIBED before me this 24 day of March 1996.

[Signature]

Notary Public, State of Florida

My Commission Expires:

