

1106 S.W. 87TH AVENUE
MIAMI, FLORIDA 33174

MANUEL CHONG CUAN, JR.
ATTORNEY AT LAW

TELEPHONE
(305) 264-4542
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May 1, 1996

P96000040145

Corporate Records Bureau
Division of Corporations
New Corporate Filings
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

200000181000000
05/06/96 01113-0115
***122.50 ***122.50

RE: Jano's Cafe, Inc.

Dear Sir or Madam:

Please find enclosed one original and one copy of the Article of Incorporation for JANO'S CAFE, INC., and my check for \$122.50 filing fee. Please file articles for record and return certificate of incorporation to me at above address.

Thank you for your kind attention to this matter.

Sincerely,

Manuel Chong Cuan, Jr.

MAY 10 1996

B5B

MANUEL CHONG CUAN, JR., ESQ.
MCC JR/mv
enclosure

FILED
96 MAY -6 AM 8:46
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
JANO'S CAFE, INC.

96 MAY -6 AM 8:46

The undersigned subscriber to these Articles of Incorporation of JANO'S CAFE, INC. a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida

ARTICLE I - NAME

The name of this Corporation is JANO'S CAFE, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

Section 3.01. Purposes. The purposes for which this Corporation is organized are as follows:

- a. To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States.
- b. To engage in the cafeteria and restaurant business any other related services.
- c. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

- a. To have and to exercise all the powers specified under the Florida General Corporation Act.
- b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interests in real and personal property of any nature or kind.
- c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons firms, associations, or corporations, or, to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, or shares or securities or interests in, any general or limited partnership, association, corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.
- d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.

e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

Section 3.03. Conducting Business in Other Jurisdictions. The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 3.04. Carrying Out Purposes and Powers. The Board of Directors, subject to any specific written limitation or restriction imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation.

ARTICLE IV - CAPITAL STOCK

Section 4.01. Number of Authorized Shares. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having the par value of ten (\$.10) cents.

Section 4.02. Voting Rights. Such shares of stock may be designated either voting or nonvoting shares before issuance by action of the Board of Directors; provided, however, that unless such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Section 4.03. Consideration for Stock. Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Section 4.04. Dividends. The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

ARTICLE V - REGULATION OF INTERNAL AFFAIRS

Section 5.01. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

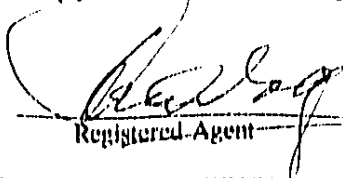
Section 5.02. Transactions with Directors. Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VI - REGISTERED OFFICE AGENT

Section 6.01. Registered Office. The address of the initial registered office and principal office of the Corporation is 8200 NW 103rd Street, Suites 5 & 6, Hialeah, Florida 33016.

Section 6.02. Registered Agent. Pursuant to Section 48.091 of the Florida Statutes, JANO'S CAFE, INC., has named JOSE VASQUEZ, as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporation and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ACKNOWLEDGEMENT: Having been named to accept service of process and to serve as registered agent for this Corporation, at the place designated above, I hereby accept such appointment to act in such capacity and agree to comply with all laws pertaining thereto.



Registered Agent (SEAL)

ARTICLE VII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporate action:

- (a) Merger or consolidation of this Corporation.
- (b) Reduction or increase of the stated capital of the corporation.
- (c) Sale of a major portion of the property or assets of the Corporation.
- (d) Dissolution or liquidation of the Corporation.

ARTICLE VIII - DIRECTORS

This Corporation shall have 2 director(s) initially: EUSEBIO VASQUEZ of 8200 NW 103rd Street, Suites 5 & 6, Hialeah, Florida 33016; and JOSE VASQUEZ of 8200 NW 103rd Street, Hialeah, Florida 33016; and the person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until such person(s)'s successors are elected or appointed and have qualified, whichever occurs first. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

ARTICLE IX - OFFICERS

The initial officers of this Corporation shall be as follows: Treasurer & Vice-President: EUSEBIO VASQUEZ, 8200 NW 103rd Street, Suites 5 & 6, Hialeah, Florida 33016 and President & Secretary: JOSE VASQUEZ, 8200 NW 103rd Street, Suites 5 & 6, Hialeah, Florida 33016. The person named as initial officer shall hold office for the first year of existence of this Corporation or until such person's successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: JOSE VASQUEZ, of 8200 NW 103rd Street, Suites 5 & 6, Hialeah, Florida 33016.

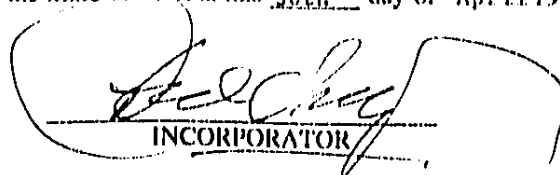
ARTICLE XI - INDEMNIFICATION

This Corporation shall have the authority, acting through its Board of Directors, to advance expenses to or indemnify any officer, employee, agent or director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend any provision of this Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

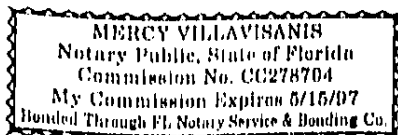
IN WITNESS WHEREOF, the undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 30th day of April 1996.

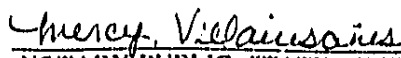

INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of April, 1996 by JOSE VASQUEZ, President of JANO'S CAFE, INC., a Florida corporation on behalf of the corporation. He has produced his Florida's Driver's License as identification and did take an oath.

My Commission Expires:




NOTARY PUBLIC, STATE OF FLORIDA
MERCY VILLAVISANIS

P96000040145

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 30, 1997

JANO'S CAFE, INC.
3400 CORAL WAY
STE 600
MIAMI, FL 33145-3053 US

SUBJECT: JANO'S CAFE, INC.
Ref. Number: P96000040145

Debit Memo #: 8397-BB

This is to inform you that check #1185 in the amount of \$165.00 submitted with the annual report for JANO'S CAFE, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 30, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 497A00029300

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for JANO'S CAFE, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of August 12, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000040145.

P96000040145

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twelfth day of August, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State