

5/23/96

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LA PUERTA DE SAN LUIS, INC.  
FAX AUDIT NUMBER: H96000007265  
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ARTICLES OF INCORPORATION  
OF  
LA PUERTA DE SAN LUIS, INC.

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is:

LA PUERTA DE SAN LUIS, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

- a: To operate business of restaurants, coffee shops and general merchandise.
- b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located ; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

PREPARED BY:  
CARLOS R. BUSQUETS, ESQ.  
780 N.W. LE JEUNE ROAD  
SUITE 517  
MIAMI, FLORIDA 33126  
FLORIDA BAR NO. 205370  
PHONE: (305) 448-1200

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c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

#### ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares of \$1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

#### ARTICLE VI - PREEMPTIVE RIGHTS

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

#### ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. PRINCIPAL OFFICE.

The street address of the corporation's initial registered office and principal office is: 701 S.W. 27th AVE., LOCAL 5, MIAMI, FL., and the name of the initial

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registered agent of the corporation at that office is:  
JUSTO PRADO

**ARTICLE VIII- INITIAL BOARD OF DIRECTORS**

This Corporation shall have ONE Directors initially.  
The number of Directors may be either increased or diminished  
from time to time by the bylaws. The names and addresses of  
the initial Directors of this Corporation until the first  
annual meeting of shareholders or until their successors are  
elected and qualified are:

N A M E	A D D R E S S
JUSTO PRADO	701 S.W. 27th AVENUE, LOCAL 5 MIAMI, FLORIDA

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these  
Articles is:

N A M E	A D D R E S S
JUSTO PRADO	701 S.W. 27th AVENUE, LOCAL 5 MIAMI, FLORIDA

**ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend or repeal  
any provisions contained in these Articles of Incorporation,  
or any amendment hereto, and any right conferred upon the  
shareholders is subject to this reservation.

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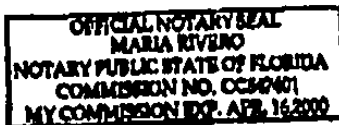
IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation this 17<sup>th</sup> day of May, 1996

  
JUSTO PRADO

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally  
appeared JUSTO PRADO, who is to me well known to be the  
person described in and who executed the foregoing Articles  
of Incorporation as the Incorporator. and he acknowledged to  
and before me that he executed the same for the uses and  
purposes therein mentioned and set forth.  
(☒) who is personally known to me or ( ) who has  
produced \_\_\_\_\_  
as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
at Miami in the said County and State, this 17<sup>th</sup> day of  
May, 1996.



  
NOTARY PUBLIC STATE OF FLORIDA  
MARIA RIVERO  
PRINT NAME:

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR:  
LA PUERTA DE SAN LUIS, INC., AT THE PLACE DESIGNATED IN THESE  
ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS  
CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

DATED THIS 17<sup>th</sup> DAY OF May, 1996.

  
REGISTERED AGENT  
JUSTO PRADO

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