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TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305) 672-0686  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: PANINO PROMIO II, INC.  
FAX AUDIT NUMBER: 96000007285  
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TALLAHASSEE, FLORIDA

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**Articles of Incorporation  
of  
Panino Pronto II, Inc.**

**Article I. Name**

The name of this Florida corporation is:  
Panino Pronto II, Inc.

**Article II. Address**

The mailing address of the Corporation is:  
Panino Pronto II, Inc.  
8365 SW 152nd Avenue, # 503  
Miami FL 33193

**Article III. Capital Stock**

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:

Jose E. Latour  
Latour & Sidlosca, P.A.  
605 Lincoln Road, Suite 420  
Miami Beach FL 33139

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

EXPIRATION DATE  
5/22/94  
96 MAY 23 PM 3:50  
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TALLAHASSEE, FLORIDA

Jose E. Latour FL Bar Member 886792  
Latour & Sidlosca, P.A.  
605 Lincoln Road, Suite 420  
Miami Beach FL 33139  
305-538-8911 • Fax 305-538-1987

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Leah Latour  
Andrea Burzaco

**Article VI. Incorporator**

The name and address of the incorporator is:

Jose E. Latour  
Latour & Sidlosca, P.A.  
605 Lincoln Road, Suite 420  
Miami Beach FL 33139

**Article VII. Corporate Existence**

The corporate existence of the Corporation shall begin effective May 22, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on May 22, 1996



JOSE E. LATOUR  
by Luis A. Uriarte as attorney-in-fact

H96000007285

Jose E. Latour FL Bar Member 866792  
Latour & Sidlosca, P.A.  
605 Lincoln Road, Suite 420  
Miami Beach FL 33139  
305-538-8911 • Fax 305-538-1987

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
**Panino Pronto II, Inc.**

**REGISTERED AGENT:**  
**Jose E. Latour**  
**Latour & Sidlosca, P.A.**  
**605 Lincoln Road, Suite 420**  
**Miami Beach FL 33139**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
**JOSE E. LATOUR**  
by Luis A. Uriarte as attorney-in-fact

**Date: 5/23/96**

**Jose E. Latour FL Bar Member 866792**  
**Latour & Sidlosca, P.A.**  
**605 Lincoln Road, Suite 420**  
**Miami Beach FL 33139**  
**305-538-8911 • Fax 305-538-1987**

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**TALLAHASSEE, FLORIDA**  
**H96000007285**

**LATOUR & SIDLOSCA, P.A.**  
**ATTORNEYS AND COUNSELORS**

**JOSE E. LATOUR**  
\_\_\_\_\_  
**RANDALL SIDLOSCA**  
\_\_\_\_\_  
**ALBERTO A. LERAS**  
\_\_\_\_\_  
**LORENZO LLERAS**  
\_\_\_\_\_

**STEPHEN D. BARNES**  
Of Counsel  
\_\_\_\_\_  
**CHRIS GLOVER**  
Of Counsel

**MIAMI BEACH OFFICE**  
The Sany Music Building  
605 Lincoln Road  
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Miami Beach, FL 33139  
TEL: (305) 338-8911  
FAX: (305) 338-1987

**HONG KONG OFFICE**  
No. 1602, Park in Commercial Centre  
56 Dundas Street  
Kowloon, Hong Kong  
TEL: (852) 2783-7183  
FAX: (852) 2359-7342

Please respond to  
Miami Beach  
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June 3, 1996

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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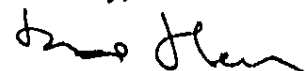
**P96000044292**

**RE: Corporate address change for Panino Pronto II, Inc.**

Dear Sir or Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Panino Pronto II, Inc. Article II is hereby amended and the new corporate address shall be 1925 Brickell Avenue, Suite D 200, Miami, FL 33129. A filing fee in the amount of \$35.00 is enclosed as well. If you need any further information, please feel free to contact our office.

Sincerely,

  
Lorenzo M. Lleras

**FILED**  
96 JUN -6 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amendment  
6-13-96  
JC*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

Panino Pronto II, Inc.

(present name)

**FILED**  
95 JUN -6 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Amendment to Article II: The corporate address shall be 1925 Brickell Av. Suite D, 200, Miami, FL 33129.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: June 3rd, 1996

**FOURTH:** Adoption of Amendment(s) (check one)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statements must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 3rd day of June, 1996.

Signature   
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Leah Latour

Typed or printed name

Director

Title