

*96000054155*

CORPORATE NAME: MIAMIBIZA CORPORATION

SUB-ACCOUNT NUMBER:  
METHOD OF DELIVERY: F  
FAX PHONE NUMBER: (305)858-2513  
MAILING NAME/ADDRESS: RICARDO MARTINEZ-CID, P.A.  
1699 CORAL WAY  
SUITE 510  
MIAMI

FL 33145- US

CERTIFICATE(S) REQUESTED: NO  
ESTIMATED CHARGES: \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER SELECTION AND &lt;CRFLOWEDMEDIVISION OF CORPORATIONS 2:22 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: RICARDO MARTINEZ-CID, P.A.  
DEPARTMENT OF STATE 1699 CORAL WAY  
STATE OF FLORIDA SUITE 510  
409 EAST GAINES STREET MIAMI FL 33145- 062-0000  
TALLAHASSEE, FL 32399 CONTACT: RICARDO MARTINEZ-CID  
FAX: (904) 922-4000 PHONE: (305) 859-7494  
FAX: (305) 858-2513

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: MIAMIBIZA CORPORATION  
FAX AUDIT NUMBER: H96000008843 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 06/25/1996 TIME REQUESTED: 14:22:08  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076640001666

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000008843)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND (CR).

*6/25*

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JUN 25 PM 3:43  
SECRETARY  
TALLAHASSEE  
FILED  
JUN 25 PM 5:22

**RICARDO MARTINEZ-CID**

PROFESSIONAL ASSOCIATION  
ATTORNEY AT LAW

CORAL WAY BANKING CENTER • 1888 CORAL WAY • SUITE 810 • MIAMI, FLORIDA 33145 • 3800 • TELEPHONE (305) 888-1484 • FACSIMILE (305) 888-2513

June 25, 1996

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: MiamiIbiza Corporation

Gentlemen:

The following documents are for filing with your office in connection with the captioned corporation:

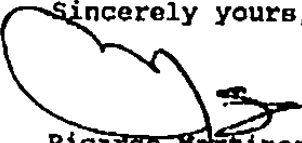
1. Articles of Incorporation - 2 sets.
2. Certificate of Registered Agent.
3. Check in the amount of \$122.50 covering the following:

Filing fee.....	35.00
Certified copy of	
Articles of Incorporation	52.50
Certificate of Registered	
Agent.....	<u>35.00</u>
	\$122.50

Upon filing of these documents, please send me one certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely yours,



Ricardo Martinez-Cid

RMC/mg

cc: Client

encls.

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H96000008843**ARTICLES OF INCORPORATION****Miamibiza Corporation****Article I - Name**

The name of this corporation is Miamibiza Corporation.

**Article II - Purpose**

This corporation is organized to establish, manage and develop quality restaurants, and for all other lawful businesses.

**Article III- Capital Stock**

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

**Article IV - Preemptive Rights**

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article V - Initial Principal, Registered Office and Agent**

The principal address of the office of this corporation is 455 Ocean Drive, Miami Beach, Florida 33139.

The name of the initial Registered Agent of this corporation is Massimo Lucarini of 455 Ocean Drive, Miami Beach, Florida 33139.

**Article VI - Initial Board of Directors and Officers**

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are Massimo Lucarini and Francisco Diaz Suarez, of 455 Ocean Drive, Miami Beach, Florida 33139, who will also serve as respectively vice-president, and president/secretary/treasurer of the corporation.

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H96000008843

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SECRET  
FBI MIAMI

FLORIDA BAR NO. 157029/AUDIT NUMBER: 49600008843

Article VII - Incorporator

The name and address of the person signing these Articles is Massimo Lucarini, of 455 Ocean Drive, Miami Beach, Florida 33139.

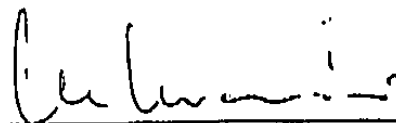
Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

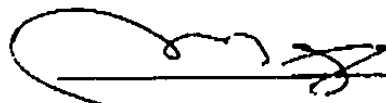
IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporation, this June 25, 1996.

  
Massimo Lucarini

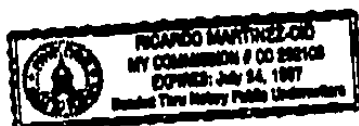
STATE OF FLORIDA )  
 ) SS.  
COUNTY OF DADE )

BEFORE ME, the undersigned Notary Public, personally appeared Massimo Lucarini, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, we have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this June 25, 1996.

  
/ Notary Public

State of Florida at Large



Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: 49600008843

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CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED

## WITNESSETH:

That MiamiBiza Corporation, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named Massimo Lucarini, located at 455 Ocean Drive, Miami Beach 33139, Florida, as its agent to accept service of process within this state.

## ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of MiamiBiza Corporation to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this June 25, 1996.

  
Massimo Lucarini  
Registered Agent

FILED  
96 JUN 25 PM 5:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by: Ricardo Martinez-Cid  
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