

P96000058719

7/12/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000009686))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

9-00000

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H96000009686))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: KARLITA SANDWICH SHOP COMPANY

FAX AUDIT NUMBER: H96000009686

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/12/1996

TIME REQUESTED: 09:44:11

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96 JUL 12 PM 2:58
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TALLAHASSEE, FLORIDA

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96 JUL 12 AM 11:28

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7-2294

ARTICLES OF INCORPORATION

OF
KARLITA SANDWICH SHOP COMPANY

FILED
96 JUL 12 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED ACTING AS SUBSCRIBER OF A CORPORATION UNDER THE FLORIDA CORPORATION LAW, ADOPT THE FOLLOWINGS ARTICLES OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION IS, KARLITA SANDWICH SHOP COMPANY

ARTICLE II

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED TO ENGAGE IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAW OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS 50 SHARES OF COMMON STOCK, AS WHICH COMMON SHALL BE OF NO PAR VALUE. ALL STOCK IS TO ISSUED AS FULLY PAID AND EXEMPT FROM ASSEMENT.

ARTICLE IV

THE CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN FIVE UNDRED DOLLARS.

ARTICLE V

THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

ARTICLE VI

THE INITIAL POST OFFICE ADDRESS AND PRINCIPAL OFFICES OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE AT 1745 S.W. 1 STREET MIAMI, FLORIDA, 33135.

Prepared by: Alfonso Mena
1745 S.W. 1st St.
Miami, Fl 33135
(305) 642-6937

ARTICLE VII

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO AND OTHER ADDRESS WITHIN THE STATE OF FLORIDA.

ARTICLE VIII

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN (1) NOR MORE THAN (5).

ARTICLE IX

THE NAME AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND SLATE OF CORPORATE OFFICERS ARE,
ALFONSO MENA, PRESIDENT, SECRETARY & TREASURER, AT 1745 S.W. 1 STREET,
MIAMI, FLORIDA 33135.

ARTICLE X

NO STOCKHOLDERS OF THE CORPORATION SHALL BE PERMITTED TO SELL OR OFFER FOR SALE HIS SHARES OF THE STOCK IN THE CORPORATION WITHOUT FIRST OFFERING SAID SHARE FOR SALE TO ALL OTHER STOCKHOLDERS OF THE CORPORATION, AT THEIR BOOK VALUE. THE REMAINING STOCKHOLDERS MAY PURCHASE ALL OR ANY PART OF THE SHARES OF STOCK OFFERED FOR SALE BY THE OTHER STOCKHOLDERS.

ARTICLE XII

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER 1244 OF INTERNAL REVENUE CODE, IN ORDER FOR THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVED THE BENEFITS THERE UNDER.

ARTICLE XII

THE NAME AND POST OFFICE ADDRESS OF THE PERSON SUBSCRIBED THIS ARTICLES OF INCORPORATION IS, ALFONSO MENA, AT 3052 NW FLAGLER TERR,
MIAMI, FLORIDA 33125.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

1. THE NAME OF THE CORPORATION IS, KARLITA SANDWICH SHOP COMPANY

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS,
ALFONSO MERA, AT 1745 SW 1 STREET, MIAMI, FLORIDA 33135.

SIGNATURE Alfonso Mera
TITLE PRESIDENT.
DATE July 10, 1996.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Alfonso Mera
REGISTERED AGENT.
DATE JULY 10, 1996.

ARTICLE XIII

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS

THIS 10 DAY OF JULY, 1996.

Alfonso Mena (SEAL)
 SUBSCRIBED. ALFONSO MENA.

Alfonso Mena (SEAL)
 REGISTERED AGENT, ALFONSO MENA

____ (SEAL)

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME,
 AND OFFICER DULY AUTHORIZED TO TAKE ACKNOWLEDGMENTS AND ADMINISTAR
 OATHS IN THE STATE OF FLORIDA. ALFONSO MENA

TO ME WELL KNOWN TO BE THE PERSONS DESCRIBED IN AND WHO EXECUTED
 THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED
 BEFORE ME THAT THEY EXECUTED THE SAME FREELY AND VOLUNTARILLY FOR
 THE PURPOSE THEREIN EXPRESSED.

WITNESS, MY HAND AND OFFICAL SEAL THIS 10 DAY OF JULY,
 1996, AT MIAMI COUNTY OF DADE STATE OF FLORIDA.

 NOTARY PUBLIC, STATE OF FLORIDA AT
 LARGE.

MY COMMISSION EXPIRES.

P96000058719

10/01/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:59 AM

((H96000013726 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-8839

ACCT#: 971001002J35

FAX #: (305)592-9591

NAME: KARLITA SANDWICH SHOP COMPANY
AUDIT NUMBER.....H96000013726
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS...0
CERT. COPIES.....0

PAGES..... 1
DEL.METHOD.. FAX
EST.CHARGE.. \$25.00

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10/01/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

9:59 AM

FILED STATE
SECRETARY OF CORPORATIONS
96 OCT -1 PM 2:03

RECEIVED
96 OCT -1 PM 1:01
DIVISION OF CORPORATIONS

Amendment
Sp 10/1/96

H96000013726

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF**

KARLITA SANDWICH SHOP COMPANY

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -1 PM 2:03**

WE, the undersigned, **PRESIDENT** and **SECRETARY**, of **KARLITA SANDWICH SHOP COMPANY**, a corporation organized under the laws of the State of Florida, hereby Certify :

The Articles of Incorporation are hereby amended by the following resolution adopted by the Shareholders on September 18, 1996.

ARTICLES IX of the Articles of Incorporation is hereby amended to read:

JOSE A. MIJARES, President, Secretary & Treasurer, at 920 W 51 St, Hialeah, Florida 33012.

CERTIFICATE OF DESIGNATION, REGISTERED AGENT of the Articles of Incorporation is hereby amended to read :

JOSE A. MIJARES, at 1745 SW 1 Street, Miami, Florida 33135.

Signed and dated this 18 day of September, 1996.

I accept the designation

Jose A. Mijares
(President), Registered Agent
Jose A. Mijares
(Secretary)

BEFORE ME, This day personally appeared **ALFONSO NUNEZ**, being duly sworn, deposes and says that the statements contained in the foregoing amendment are true and correct.

SUBSCRIBED TO AND SIGNED, before me this 18 day of September 1996.

Alfonso Nunez
NOTARY PUBLIC
State of Florida at large.

OFFICIAL NOTARY SEAL
V. DE ALONSO JR.
COMMISSION NUMBER
CC370318
MY COMMISSION EXP.
JUNE 27, 1998

NOTARY PUBLIC
STATE OF FLORIDA

My Commission expires:

Prepared by: Jose A. Mijares 1745 SW 1 St.

(305)642-6739

Miami, FL 33135

H96000013726

P96000058719

ELECTRONIC FILING COVER SHEET

((H96000013681 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAG-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)592-9591

NAME: KARLITA SANDWICH SHOP COMPANY
AUDIT NUMBER.....H96000013681
DOC TYPE.....BASIC AMENDMENT
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CERT. COPIES.....0

PAGES..... 1
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96 SEP 30 PM 2:41
DIVISION OF CORPORATIONS

Corrodes
Funde

H96000013681

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

MIAMI, FL, SEPTEMBER 18, 1996.

I, ALFONSO MENA, hereby resign as PRESIDENT, SECRETARY & TREASURER
STOCKHOLDER & DIRECTOR (Title)
of KARLITA SANDWICH SHOP COMPANY
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

That the corporation has been notified in writing of the resignation.

Alfonso Mena
(Signature of resigning officer/director)

FILED
96 SEP 30 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED FILE IS

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

Prepared by: Alfonso Mena
1745 S.W. 1st St.
Miami, FL 33135
(305) 642-6739

CR2ED44 (1/95)

H96000013681