

PHILIP SOTOLONGO  
ATTORNEY

P960000601023

July 2, 1996

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


E: LOS AMIGOS, INC.

To Whom It May Concern:

Enclosed please find original and one copy of the Articles of Incorporation for the above referenced corporation, together with our money order in the amount of \$70.00 to cover your fee for filing the same.

Thank you for your attention to this matter.

Very truly yours,

  
Philip Sotolongo, Esq.

PS/lf

Enclosures

FILED  
JUL 17 AM 11:11  
TALLAHASSEE, FLORIDA

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Laura Oxt  
name  
change



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 10, 1996

PHILIP SOTOLONGO ESQ.  
1490 SO MILITARY TRAIL  
WEST PALM BEACH, FL 33415-9141

SUBJECT: LOS AMIGOS, INC.  
Ref. Number: W96000014442

We have received your document for LOS AMIGOS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 196A00033629

Felipe Sotolongo-Isasi  
ATTORNEY

July 15, 1996

Terri Buckley, Corporate Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Los Amigos, Inc.  
Reference Number W96000014442

FILED  
JUL 17 1996  
TALLAHASSEE, FLORIDA

Dear Ms. Buckley:


As per your request, enclosed please find revised Articles of Incorporation for the above referenced entity.

Additionally, please be advised that the English translation for said entity is The Friends, Inc.  
V-Bar, Inc.

Finally, anything that you could do to expedite the filing of the enclosed Articles, would be greatly appreciated.

Should you have any questions, or require any further action on our behalf, do not hesitate to contact this office.

Sincerely,

  
Felipe Sotolongo, Esq.

FS/lf  
Enclosures

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ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is LOS AMIGOS BAR, INC.
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purposes is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **Capital Stock.** The corporation is authorized to issue 1000 shares, all of one class, at \$1.00 ( One Dollar) par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Felipe Sotolongo  
1490 S. Military Trail  
West Palm Beach, Florida 33415

6. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Herminio Jose Acosta	431 Maddock Street West Palm Beach, Florida 33405

7. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Herminio Jose Acosta	431 Maddock Street West Palm Beach, Florida 33405

8. **Amendment of Articles.** 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.

9. **Non-resident Directors.** Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

10. **Director Conflict of Interest.**

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

11. **Meetings by Conference Telephone.** Members of the Board of Directors may participate in regular meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law but annual meetings of the Board of Directors must be attended in fact in person by each director. (FS Section 607.131(7))

12. **Indemnification.** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

13. **Informal Action of Directors.** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of July, 1996.

[Signature]  
INCORPORATOR

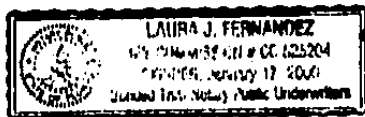
[Signature]  
REGISTERED AGENT

FILED  
96 JUL 17 AM 11:11  
PALM BEACH, FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared [Signature] and to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of July, 1996.



[Signature]  
Notary Public, State of Florida

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

[Signature]  
Felipe Sotolongo