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July 11, 1996

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

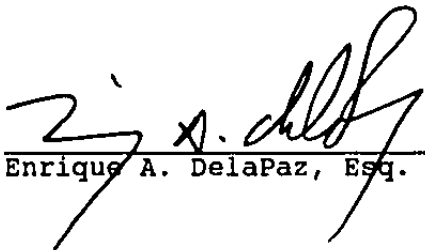
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SUBJECT: CAFE VARONA, INC.

Dear Sir or Madam:

Please find enclosed an original and one (1) copy of the articles of incorporation for the above referenced Corporation and our check for \$122.50. Please also find enclosed the affidavit required by F.S. 607.1422(4) whereby Dulce Varona who was the initial officer and director and incorporator of Cafe Varona, Inc. which was administratively dissolved permits the immediate assumption and use of the name by the new corporation being formed by Suelynn Varona.

Yours truly,


Enrique A. DelaPaz, Esq.

FILED
96 JUL 16 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 7/18/96

ARTICLES OF INCORPORATION
OF
CAFE VARONA, INC.

FILED

96 JUL 16 PM 4:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the Corporation shall be: Cafe Varona, Inc.

ARTICLE 2 PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: 7900 S.W. 40th Street, Miami, Florida 33155.

ARTICLE 3 SHARES

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: one hundred (100) shares of common stock having par value \$10.00 per share.

ARTICLE 4 TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 5 NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE 6 MANAGEMENT BY DIRECTORS

The business and affairs of the Corporation with the exception of the duties, responsibilities and powers delegated to the shareholders by these Articles of Incorporation shall be managed by the Board of

Directors. The Board of Directors shall have the power to authorize shares to be issued and to issue shares. An affirmative vote of three-fifths of all members of the Board of Directors shall be required for any action by the Board of Directors.

ARTICLE 7 INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are :

NAME	ADDRESS
Sue Lynn Varona President	610 Wren Avenue Miami Springs, Florida 33166
Nelson Varona, Jr. Vice-President	7900 S.W. 40th Street Miami, Florida 33155

ARTICLE 8 SHAREHOLDERS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation or bylaws when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

The shareholders shall have the power to elect Directors to the Board of Directors of the Corporation, and to appoint Officers when the election or appointment is proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

The shareholders shall have the power to fix the compensation of Directors and Officers and to authorize the Board of Directors to make distributions to shareholders when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

An affirmative vote of all of the shares of the Corporation shall be required for any shareholder action.

ARTICLE 9 INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

NAME: Sue Lynn Varona
ADDRESS: 610 Wren Avenue, Miami Springs, Florida 33166.

ARTICLE 10 INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation is:

NAME	ADDRESS
Sue Lynn Varona	610 Wren Avenue Miami Springs, Florida 33166

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 2 day of July, 1996.

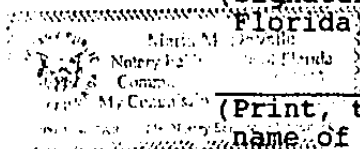
Signature of Incorporators:

Sue Lynn Varona
Sue Lynn Varona

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 2 day of July 1996, by Sue Lynn Varona of Cafe Varona, Inc.
SWORN to and subscribed before me this 2 day of July 1996.

Maria M. McCall
(Signature of Notary Public, State of Florida)



(Print, type or stamp commissioned name of Notary Public)

Personally known ✓ or produced identification _____

Type of identification produced _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, 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: CAFE VARONA, INC.
2. The name and address of the registered agent and office is:

Sue Lynn Varona, Cafe Varona, Inc., 610 Wren Avenue, Miami Springs, Florida 33155.

SIGNATURE

Sue Lynn Varona
Sue Lynn Varona

TITLE:

President

DATE:

July 2, 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 DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Sue Lynn Varona
Sue Lynn Varona

DATE

July 2, 1996

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 2 day of July, 1996, by Sue Lynn Varona of Cafe Varona, Inc.

SWORN to and subscribed before me this 2 day of July 1996.

Maria M. de Zella
(Signature of Notary Public, State of
Florida)
Notary Public, State of Florida
Commission Expires 12/31/13
My Commission Expires 12/31/13
NOTARY - De Notary Services, Inc. - Orlando, FL

(Print, type or stamp commissioned
name of Notary Public)

Personally known ✓ or produced identification _____

Type of identification produced _____

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Dulce Varona, who, after being duly sworn deposes and states as follows:

1. I was the initial officer, director, registered agent and incorporator of Cafe Varona, Inc.
2. Cafe Varona, Inc. was originally incorporated by myself on July 14, 1994.
3. Cafe Varona, Inc. was administratively dissolved on August 25, 1995.
4. I hereby permit the corporation to be formed by Sue Lynn Varona immediate assumption and use of the name "Cafe Varona, Inc."
5. Cafe Varona, Inc. as incorporated by myself never had any officers or directors other than myself.

FURTHER AFFIANT SAYETH NOT

Dulce Varona
DULCE VARONA, OFFICER, DIRECTOR,
INCORPORATOR

State of Florida)
) SS.
County of Dade)

SWORN to and subscribed before me this 2 day of July, 1996.

Maria M. McVally
(Signature of Notary Public, State
of Florida)
Maria M. McVally
Notary Public, State of Florida
Commission No. CC 519113
My Commission Expires 08/20/00
150-1-NOTARY - Fla. Notary Public Seal
Print, type or stamp Commissioned
Name of Notary Public

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced Florida Driver License