

JUL-24-1996 15:53 FROM

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7/24/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS, P.O. BOX 688, SYSTEM, MIAMI, FL 33136

DEPARTMENT OF STATE, 192 FLAGLER ST

ST. JOE, FLORIDA 33136

409 EAST GAINES STREET, MIAMI, FL 33136

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

CONTACT: RAY STORMONT

PHONE: (305) 841-3094

FAX: (305) 841-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: OAFE PRODUCTION INC.

FAX AUDIT NUMBER: H90000010269

DATE REQUESTED: 07/24/1996

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

96 JUL 25 AM 7:45

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JUL-24-1996 13:55 FROM

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**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

June 11, 1996

ZAEDY R. POZO, ESQ.  
2655 LEJEUNE ROAD  
PENTHOUSE II  
CORAL GABLES, FL 33134

The name **CAFE PRODUCTION, INC.** has been reserved for 120 days beginning June 11, 1996. The reservation number is R9600002661 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section.

Becky McKnight

Letter number: 896A00026956

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

TOTAL P.06

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**ARTICLES OF INCORPORATION**

**OF**

**CAFE PRODUCTION, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is CAFE PRODUCTION, INC.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin by July 22, 1996.

**ARTICLE III**

**NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

This instrument was prepared by:

Law Office of Zaedy R. Pozo  
2655 LeJeune Road  
Penthouse II  
Coral Gables, Florida 33134  
(305) 442-7141  
FL. BAR NO. 361453

EFFECTIVE DATE  
7-22-96

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**ARTICLE IV.****CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

**ARTICLE V.****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134 and the name of the initial agent of this corporation at that address is ZAEDY R. POZO.

**ARTICLE VI.****PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 100 Falcon Avenue, Miami Springs, FL 33166.

**ARTICLE VII.****INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street addresses of the initial directors are as follows:

Michael Justiz  
1100 Falcon Avenue  
Miami Springs, FL 33166

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**ARTICLE VIII****INCORPORATOR**

The name and address of the Incorporator subscribing to these Articles of Incorporation is: Michael Justiz, 1100 Falcon Avenue, Miami Springs, FL 33166.

**ARTICLE IX****INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE X****AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of July, 1996.

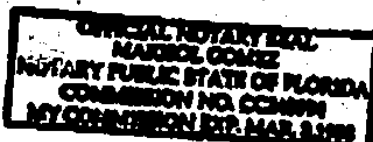
  
Name: Michael Justiz

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 24th day of July, 1996, by Michael Justiz, who is personally known to me and who produced as identification.

  
Notary Public  
State of Florida at Large:

My commission expires:



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**CERTIFICATE OF REGISTERED AGENT  
OF****CAFE PRODUCTION, INC.**

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That CAFE PRODUCTION, INC., desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named ZADY R. POZO, ESQ., at 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134, County of Dade, State of Florida, agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in the 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 obligations of my position as registered agent.

Dated this 24th day of July, 1996.

By: 

Name: Zady R. Pozo, Esq.

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TALLAHASSEE, FLORIDA

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