| P.96                         | 000068576   |
|------------------------------|---|
| LANARUS COR                  | Corate industries, inc.   |
|                              | AVENUE BUITE: 16  |
|                              | TDA 33174 (305)552-5973   |
|                              | NAME(S) & DOCUMENT NUMBER(S), (IT known):   |
| 2(Co                         | poration Name) (Document #)   |
| 3.                           | poration Name) (Document #)   |
| 4(Coi                        | poration Name) (Document #)   |
| □ walk in                    | Pick up time 200 Certified Copy 50 50 120   |
| r                            | Will wait Photocopy  Certificate of Status  |
| NEW FILINGS                  | AMENDMENTS 5  |
| Profit                       | Amendment   |
| NonProfit                    | Resignation of R.A., Officer/ Director  |
| Limited Liability            |   |
| Domestication                | Dissolution/Withdrawal &  |
| Other                        | Merger S S  |
| OTHER FILINGS  Annual Report | Change of Registered Agent  Dissolution/Withdrawal  Merger  REGISTRATION  Foreign  Limited Partnership  Reinstatement |
| Fictitious Name              | Foreign Foreign   |
| Name Reservation             | Limited Partnership   |
|                              | Reinstalement   |
|                              | Trademark Other  W96-17165  |
|                              | Other W96-11  |
| M3F03141 m4.                 | Examiner's Initials   |

CR2E031(1/95)

Examiner's Initials



August 15, 1996

LAZARUS CORPORATE INDUSTRIES, INC. 890 SW 87 AVE., STE. 16 MIAMI, FL 33174

SUBJECT: ROSA CAFE, INC. Ref. Number: W96000017165

We have received your document for ROSA CAFE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or the office of the name by a section and the immediate assumption or the office of the name by a section of the immediate assumption or the office of the name by a section of the immediate assumption or the office of the name by a section of the immediate assumption or the office of the name of the the immediate assumption or use of the name by another entity.

Simply adding "of Fiorida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days

your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng

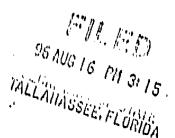
Document Specialist

Document Specialist

Letter Number: 796A00038993

# CERTIFICATE OF INCORPORATION

ROSA CAFETERIA & RESTAURANT, INC.



We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the information, rights, privileges, immunities and liabilities of incorporation for profit.

#### **ARTICLE I**

The name of the corporation should be:

ROSA CAFETERIA & RESTAURANT, INC.

## **ARTICLE II**

The corporation will engage in any activity of business permitted under the laws of the State of Florida and the United States of America.

## **ARTICLE III**

The Corporation is authorized to issue and have outstanding and aggregate number of FIVE HUNDRED (500) shares of one class of common stock, having a par-value of ONE (\$ 1.00) DOLLAR per share.

This consideration to be paid for each share of stock shall be fixed by the Board of Directors.

#### ARTICLE IV

All shareholders of the Corporation shall be vested with full preemtive rights.

#### **ARTICLE V**

The Name and Address of the Registered agent in the STATE OF FLORIDA is:

JUAN S. MEDINA

170 W 50 ST. Hialeah, Fl. 33012

The PRINCIPAL OFFICE is:

1602 Palm Ave.

Hialeah, Fl. 33010

Having been named Initial Registered Agent to accept service of process of the Corporation at the Initial Registered Office designated in these Articles of the Incorporation, I hereby accept such and consent to act in this capacity and agree to comply with all the requirements of the Law perteining thereto.

JUAN S. MÉDINA

# **ARTICLE VI**

The number of Directors constituting the initial Board of Directors of the Corporation is one, the number of Directors may be increased or decreased from time to time By the Laws but shall never be less than one.

## ARTICLE VII

The name and addresses of the members of the Initial Board of Directors are:

NAME:

ADDRESS:

JUAN S. MEDINA

170 W 50 St.

Hialeah, Fl. 33012

**ROSA MARIA FLORES** 

170 W 50 ST.

Hialeah, Fl. 33012

# **ARTICLE VIII**

The name and addresses of the Incorporators executing these Articles of Incorporation are:

NAME:

**ADDRESS** 

JUAN S. MEDINA

170 W 50 St.

Hialeah, Fl. 33012

**ROSA MARIA FLORES** 

170 W 50 ST.

Hialeah, Fl. 33012

### **ARTICLE IX**

The names and addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

| NAME:          | ADDRESS                            | SHARES      | CASH<br>VALUE |
|----------------|------------------------------------|-------------|---------------|
| JUAN S. MEDINA | 170 W 50 ST.<br>Hialeah, Fl. 33012 | 250<br>2    | \$ 250.00     |
| ROSA M. FLORES | 170 W 50 ST.<br>Hialeah, Fl. 33012 | <b>25</b> 0 | \$ 250.00     |

# **ARTICLE X**

The stock of the corporation may be issued pursuant to the provisions under \*1244 of the Internal Revenue Code in order for the stockholders of the corporation may be receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 9 day of August, 1996.

JUAN S. MEDINA

**ROSA MARIA FLORES** 

96 AUG 16 PH 3: 15
SECRETARY SEEF LORID