

P 960000 70028

Valencia 8/21/96

Madrigal  
Requester's Name  
4160 W. 16th Ave. Suite 210  
Address  
Hialeah, FL  
City State ZIP Phone

VALIDATION ONLY

FILED  
96 AUG 22 PM 5:3  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
8-19-96

200001928192  
08/22/96--01031--001  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

Las Vegas Restaurant, Inc.

- ☒ Profit  
☐ NonProfit  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☒ Certified Copy  
☐ Call When Ready  
☒ Walk In
- ☐ Amendment  
☐ Dissolution  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call If Problem  
☐ Will Wait
- ☐ Merger  
☐ Mark  
☐ Other  
☐ Change of Registered Agent  
☐ Certificate Under Seal  
☐ After 4:30  
☒ Pick Up  
☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

P. CHESLER AUG 22 1996

RECEIVED  
96 AUG 22 AM 9:51  
DIVISION OF CORPORATION  
CERTIFIED COPY

Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION**

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION  
EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATED  
THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE  
STATE OF FLORIDA.

EFFECTIVE DATE  
8-19-96

**ARTICLE I. -NAME-**

THE NAME OF THIS CORPORATION IS: LAS VEGAS RESTAURANT, INC.

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56 AUG 22 PM 12:53  
TALLAHASSEE, FLORIDA

**ARTICLE II. -DURATION-**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON  
THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

**ARTICLE III. -PURPOSE-**

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO  
CARRY ON THE BUSINESS OF RESTAURANT. THE FULL POWER AND AUTHORITY  
TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS  
ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND  
BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL  
BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS  
SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

ARTICLE IV. -CAPITAL STOCK-

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V. -PREEMPTIVE RIGHTS-

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI. -INITIAL REGISTERED OFFICE & AGENT-

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 2991 W 12 AVE. HIALEAH, FL. 33012  
AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: ERNESTO GONZALEZ

ARTICLE VII. - INCORPORATION-

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

ERNESTO GONZALEZ  
225 E 9 ST APT. 4  
HIALEAH, FL 33010

ARTICLE VIII. -BYLAWS-

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE IX.-RESTRICTIONS ON TRANSFERS OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

ERNESTO GONZALEZ, PRESIDENT, SECRETARY AND TREASURY----100%SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

ARTICLES X. -CALLING OF SPECIAL MEETINGS.

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

ARTICLE XI. -SHAREHOLDER QUORUM & VOTING-

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLED TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED.

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XIV. -POWERS-

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

ARTICLE XV. -MEETINGS BY TELEPHONE CONFERENCE.

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

**ARTICLE XVI. - ACTION BY SHAREHOLDERS WITHOUT A MEETING**

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

**ARTICLE XVII. - DIVIDENDS -**

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

**ARTICLE XVIII. - INDEMNIFICATION -**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XIX. - AMENDMENT -**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

**ARTICLE XX. - NOTICE -**

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS: 2991 W 12 AVE. HIALEAH, FL 33012

**ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS**

THIS CORPORATION SHALL HAVE ONE DIRECTOR, HIS NAME  
AND ADDRESS IS AS FOLLOWS:

ERNESTO GONZALEZ  
229 E 9 ST APT.4  
HIALEAH, FL 33010

**ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS -**

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS  
CORPORATION IN THE STATE OF FLORIDA IS:

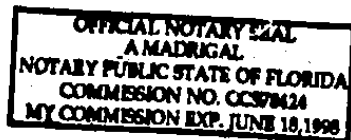
2991 W 12 AVE. HIALEAH, FL 33012

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE  
PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED  
THESE ARTICLES OF INCORPORATION THIS 19TH DAY OF AUGUST 1996.



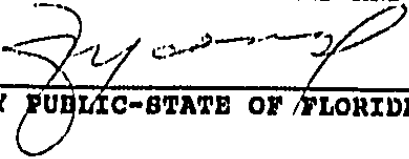
ERNESTO GONZALEZ, PRESIDENT, SECRETARY AND TREASURY

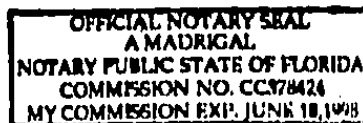


STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE  
ACKNOWLEDGEMENTS IN THE STATE OF COUNTY SET FORTH, PERSONALLY  
APPEARED AND KNOWN BY ME AND KNOWN BY ME TO BE THE PERSONS WHO  
EXECUTED THE FOREGOING ARTICULUS OF INCORPORATION.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE  
AFOREMENTIONED THIS 12 DAY OF THE MONTH AUGUST  
THE YEAR NINETEEN HUNDRED AND NINETY SIX.

  
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE





**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM MAY BE SERVED.**

**IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED;**

**FIRST: THAT LAS VEGAS RESTAURANT, INC.**  
Name of Corporation

**DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF  
HIALEAH STATE OF FLORIDA HAS NAMED ERNESTO GONZALEZ 2991 W 12 AVE.  
HIALEAH, FLORIDA 33012 ITS AGENT TO ACCEPT SERVICE WITHIN FLORIDA.**

**SIGNATURE** *Ernesto Gonzalez*  
**TITLE** Corporate officer  
**PRESIDENT**  
**DATE** 08/19/96

FILED  
AUG 22 PM 12:54  
HIALEAH, FLORIDA

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.**

**SIGNATURE** *Ernesto Gonzalez*  
**RESIDENT AGENT**  
**DATE** 08/19/96