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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335  
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 PHONE: (305)599-0839 FAX #: (305)592-9591

NAME: FIESTA DESSERTS OF SOUTH FLORIDA, CORPORATIO  
 AUDIT NUMBER.....H96000014018  
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
 CERT. OF STATUS..0 PAGES..... 4  
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396A-45534  
nc 10/4/96

ARTICLES OF INCORPORATION OF  
FIESTA DESSERTS OF SOUTH FLORIDA, CORPORATION

The undersigned, acting as incorporator of FIESTA DESSERTS OF SOUTH FLORIDA, CORPORATION, under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is "FIESTA DESSERTS OF SOUTH FLORIDA, CORPORATION", with principal place of business at 15720 Southwest 272 Avenue, Miami, Florida 33030.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

The purposes for which this corporation is organized are:

1. To engage in every business aspect; and
2. To transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock having a one cent (\$0.01) par value. The consideration to be paid for each share may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value equal to the par value of the stock. The authorized shares of the corporation shall be noncumulative, voting common stock. The holders of the common stock of this corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and the corporate laws of Florida.

PREPARED BY:  
Gerardo Gomez, Esq.  
P.O. Box 351255  
Miami, FL 33135-1255  
FLA BAR NO. 0976490  
(305) 642-5444

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**ARTICLE VI - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of his receipt of a notice in writing from the corporation inviting him to exercise the right.

**ARTICLE VII - RESTRICTION ON THE TRANSFER OF SHARES**

There shall be no sale of any share or stock of this corporation unless the holder of said share or stock provides the corporation and Nonselling Stockholders with the first opportunity to purchase said share or stock of the corporation at the same price and terms as being offered to the Selling Stockholder. The corporation shall have thirty (30) days from the date it receives the shareholder's written offer of sale to purchase said stock.

**ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The name of the corporation's initial agent is Rosie Collazo, and the street address of the corporation's initial registered agent is to be found is 15720 Southwest 272 Avenue, Miami, Florida 33030

**ARTICLE IX - INITIAL BOARD OF DIRECTORS**

The corporation shall initially have one (1) directors. The number of directors may be increased from time to time, as provided in the Bylaws. The names and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Rosie Collazo	15720 Southwest 272 Avenue Miami, Florida 33030

**ARTICLE X - INCORPORATOR**

The name and street address of the incorporator is: Rosie Collazo with street address as follows: 15720 Southwest 272 Avenue, Miami, Florida 33030.



