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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: RITA M SALCINES  
PHONE: (305)443-1872  
(305)447-0276

FAX #:

NAME: DON GAMBRINU'S BREWERYHOUSE & RESTAURANT, INC.  
AUDIT NUMBER.....H96000013947  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 4, 1996

RITA SALCINES

SUBJECT: DON GAMBRINU'S BREWERYHOUSE & RESTAURANT, INC.  
REF: W96000021021

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Letter Number: 496A00045460

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DON GAMBRINU'S BREWERYHOUSE & RESTAURANT, INC.**

I, the undersigned, JAIME DELGADILLO, acknowledge and file in the office of the Secretary of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, this Certificate of Incorporation, as by law provided.

**I. NAME:**

The name of this corporation shall be:

**DON GAMBRINU'S BREWERYHOUSE & RESTAURANT, INC.**

**II. BUSINESS:**

The general nature of the business and businesses to be transacted as follows: **GENERAL MANAGEMENT AND OPERATION OF RESTAURANT AND BREWERY**, and,

To manufacture, buy, sell, trade and deal in all and every kind of material, product, manufactured or unmanufactured; to buy, acquire, hold, use, employ, mortgage, convey, lease and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, good will and other rights.

To erect, maintain, purchase or rent, hire, lease, let or otherwise acquire and dispose of buildings and structures convenient to carry on said business. To acquire, sell, mortgage, lease or otherwise acquire or dispose of real or personal property, necessary or convenient to such business.

To acquire, own, purchase or dispose of licenses and permits for the operation of said business. To acquire good will, rights and property of any person, firm association or corporation, and pay for the same in cash or stock of this company, fund or obligations of this company, or otherwise; and to hold or in any manner dispose of the whole or any part of the property so acquired.

Directly and/or through ownership of stock in any corporation, to purchase, lease, hire or otherwise acquire, hold, own, exchange, maintain, improve, alter, lease, sell convey or otherwise dispose of real estate, either improved or unimproved, and any interest or right therein, in or out of this State, as shall be found necessary and convenient from time to time for the lawful purpose of this corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its

This document prepared by: **Rita Salcines (305) 443-1872**  
**2827 SW 18 Street, Miami, FL 33145**

corporate rights, privileges, or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences or indebtedness payable at a specified time or times.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness of this State or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, now counted as outstanding for the purpose of any stockholders' quorum or vote.

Without in any particular limiting any of the objects and powers of the corporation, it being expressly declared and provided that the corporation shall have power to carry on its business, or for the purpose of accomplishment of any of the purposes of attainment of any of the objects hereinabove mentioned, and to make and perform contracts of any kind and description, and to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the laws of the State, and which now or hereafter may be authorized by law.

- III. SHARES: The authorized capital stock of this corporation shall consist of one class; namely, **COMMON STOCK**.

The authorized capital stock of this corporation shall consist of 1,000 shares of common stock, par value \$1.00.

Each share of common stock shall be entitled to one vote at all meetings of stockholders of the corporation.

- IV. EXISTENCE: The corporation shall have perpetual existence.
- V. CAPITAL: The amount of capital with which this corporation shall begin shall be \$1,000.
- VI. REGISTERED AGENT/REGISTERED OFFICE & PRINCIPAL PLACE OF BUSINESS: The Registered Agent, registered office and principal place of business of the Corporation shall be:

**REGISTERED AGENT: GONZALO VARGAS**

**REGISTERED OFFICE/PRINCIPAL PLACE OF BUSINESS:  
6685 EAGLE NEST LANE, MIAMI LAKES, FL 33014**

VII. NUMBER OF DIRECTORS: The number of directors of this corporation shall be not less than 1 nor more than 5, as provided by the By-Laws, and they shall hold office for one year or until their successors have been duly elected.

VIII. FIRST BOARD: The following shall constitute the first Board of Directors of the Corporation:

JUAN MEDINACELLI, PRESIDENT  
GONZALO VARGAS, VICE-PRESIDENT/SECRETARY

IX. SUBSCRIBER: The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

JAIME DELGADILLO  
6685 EAGLE NEST LANE, MIAMI LAKES, FL 33014

X. STOCKHOLDERS: The names of the stockholders of this Corporation, together with numbers of shares and value are as follows:

JUAN MEDINACELLI	- 252.2 SHARES	- \$252.20
EDUARDO AVILES	- 252.2 SHARES	- \$252.20
GARY PABLO	- 252.2 SHARES	- \$252.20
GONZALO VARGAS	- 134.0 SHARES	- \$134.00
JAIME DELGADILLO	- 109.4 SHARES	- \$109.40

The total aggregate amount of said stock is: 1,000 SHARES/\$1,000

XI. The incorporators hereby agree to be bound by and to proceed under the provisions of Section 1244, Internal Revenue Code.

XII. GENERAL PROVISIONS: (A) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(B) The corporation shall have a first lien upon the shares of its stockholders and upon all dividends due them for any indebtedness by such stockholders to the corporation.


(C) Subject to the provisions and conditions of this Article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(D) The corporation shall, at the first meeting of the stockholders, after issuance of the Charter by the State of Florida, duly formulate and adopt By-Laws and such other regulations as they may deem expedient or necessary for the regulation of the business and the conduct of the affairs of the corporation, and such other provisions as they may deem necessary for creating, dividing, limiting and regulating powers of the corporation and its stockholders and the Board

of Directors and Officers and their tenure of office;  
providing such rules and regulations are not contrary to the  
laws of the State of Florida and this Certificate.

(E) These Articles may be amended, provided every amendment  
be approved by a majority of the Board of Directors and  
stockholders.


SUBSCRIBED at Miami Lakes, Dade County, Florida, this  
3<sup>rd</sup> day of OCTOBER A.D., 1996.

 (SEAL)

STATE OF FLORIDA }  
COUNTY OF DADE } ss

I HEREBY CERTIFY that on this day before me, a Notary Public  
of the State of Florida, duly qualified and acting, personally  
appeared JAIME DELGADILLO, to me well known, and being by me first  
duly sworn and cautioned, upon his oath deposed and said that he  
acknowledged having signed the above and foregoing Certificate of  
Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami Lakes, Dade County,  
Florida, this 3<sup>rd</sup> day of OCTOBER, A.D., 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



RYTA M SALCINES  
My Commission OC899828  
Expires Jun. 28, 1997  
Bonded by HAI  
800-423-1886

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

FILED  
OCT 14 1986  
TALLAHASSEE  
SECRETARY OF STATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First---That **DON GAMBRINO'S BREWERYHOUSE & RESTAURANT, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami Lakes, County of Dade, State of Florida, has named **JAIME DELGADILLO, 6685 EAGLE NEST LANE, MIAMI LAKES, FL. 33014** as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT:**

**JAIME DELGADILLO**

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:   
Registered Agent

# P96000082371

Requestor's Name  
Jaime & Lupe Delgadillo  
831 Altavista Terrace  
Davie, FL 33325  
City/State/Zip Phone #

400002154944--S  
04/25/97--01046--001  
\*\*\*\*\*70.00 \*\*\*\*\*35.00  
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## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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5/2/97

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Florida Department of State, Jim Smith, Secretary of State  
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

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STATE OF FLORIDA  
COUNTY OF DADE

I, JAIME MELGARILLO after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, JAIME MELGARILLO hereby resign as DIRECTOR-SECRETARY-TREASURER  
(Title)  
SON CAMPAIN'S BREWERYHOUSE AND RESTAURANT, INC., a Florida corporation;  
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

  
Signature of resigning officer/director

Sworn to and subscribed before me this 5th day of February 1997.

  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_



Ilona M. A. Vazquez  
MY COMMISSION # CC574104 EXPIRES  
August 28, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 0327, TALLAHASSEE, FL 32314  
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