

11/04/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAMR: IRMA, CORP.

AUDIT NUMBER.....H96000015514

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 5

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**ARTICLES OF INCORPORATION OF  
IRMA, CORP.**

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**ARTICLE I - NAME**

The name of the corporation is IRMA, CORP.

**ARTICLE II - DURATION**

The corporation shall have perpetual existence commencing on the date of filing.

**ARTICLE III - PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is Carlos Villegas, 2 N.E. 40th Street, 1st and 2nd Floor West, Miami, Florida 33137.

**ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION**

The principal office of the corporation will be located at 2 N.E. 40th Street, 1st and 2nd Floor West, Miami, Florida 33137.

**ARTICLE VII - OFFICERS**

The affairs of IRMA CORP., d/b/a Cafe Veronique shall be managed by a Board of Directors and administered by a President, one or more Vice Presidents, and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall be

This instrument prepared by:

Kirk D. DeLeon, P.A.

2 N.E. 40th Street

2nd Floor East

Miami, Florida 33137

(305) 573-0104

Florida Bar No.: 989959

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TALLAHASSEE, FLORIDA

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IRMA Corp.  
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elected by a majority of those Directors present at the first regularly scheduled meeting of the Board of Directors held each year at which a quorum is present. Each Officer shall serve until resignation or until elections are held at the following year's first regularly scheduled meeting of the Board of Directors at which a quorum is present.

The initial officers of the corporation who shall serve until elections are held and their addresses are:

President, and Secretary - Carlos Villegas  
2 N.E. 40th Street, 1st and 2nd Floor West  
Miami, Florida 33137

Vice President - Carlos Villegas  
2 N.E. 40th Street, 1st and 2nd Floor West  
Miami, Florida 33137

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time by the By Laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

Carlos Villegas  
2 N.E. 40th Street, 1st & 2nd West Floor  
Miami, Florida 33137

**ARTICLE IX - BY LAWS**

The By Laws of this corporation may be adopted, altered amended or repealed by either the Stockholders or the Directors.

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

**ARTICLE XI - PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of this corporation of the same

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kind, class or series as that which he already holds, 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 XII - INCORPORATOR**

The name and address of the incorporator, who is also the person signing these Articles is:

Carlos Villegas  
2 N.E. 40th Street, 3d Floor  
Miami, Florida 33137

**ARTICLE XIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these  
Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Article of  
Incorporation at Miami, Florida on the 31th day of October, 1996.

Carlos Villegas  
Carlos Villegas

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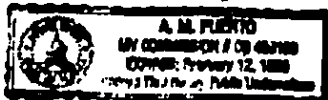
STATE OF FLORIDA]

COUNTY OF DADE]

BEFORE ME, the undersigned authority, personally appeared CARLOS VILLEGAS, who is personally known to me and who has provided a Florida Drivers license as identification to verify identity, and he subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, DADE County, Florida, this 31th day of October, 1996.

My Commission Expires:



*A. M. Puerto*  
Notary Public of the State  
of Florida at Large

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts to act in the capacity of Registered Agent for IRMA CORP., and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 31th day of October, 1996.

*Carlos Villegas*  
Carlos Villegas

This instrument prepared by:  
Kirk D. DeLeon, P.A.  
2 N.E. 40th Street  
2nd Floor East  
Miami, Florida 33137  
(305) 573-0104  
Florida Bar No.: 989939

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