

P960000 92812

LAZARUS CORPORATE INDUSTRIES, INC.  
Requestor's Name

890 S.W. 87 AVENUE SUITE 16  
Address

MIAMI, FLORIDA 33174 (305)552-5973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. VILLA ROSA CAFETERIA, INC. (Corporation Name) 1171396--01084--010 (Document #) 1171396--01084--010 1171396--01084--010 1171396--01084--010
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
TALLAHASSEE, FLORIDA  
NOV 13 PM 12:05

FILED  
JAN 13 PM 12:05  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION**

**OF**

**VILLA ROJA CAFETERIA INC**

We, the undersigned subscribers to these Articles of Incorporation natural persons competent to contract from a Corporation the Laws of the State of Florida.

**ARTICLE I, NAME OF CORPORATION:**

The name of the corporation shall be **VILLA ROJA CAFETERIA INC**

**ARTICLE II, GENERAL NATURE OF THE BUSINESS:**

The general nature of the business and the object and purpose to be transacted and carried on are:

To conduct business not prohibited by the Laws of the United States and State of Florida.

To conduct business to have one or more officers in buy, sell, import, export, hold, mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other countries to conduct debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or instruments to secure the payments of corporate indebtedness as require.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or government and while owner of such stock to exercise all the rights, powers and privileged of ownership, including the right to vote such stock.

**ARTICLE III, CAPITAL STOCK:**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

**ARTICLE IV, INITIAL CAPITAL:**

The number of shares with which this Corporation shall commence business is not less than 100 common stock, and the amount of capital with which this Corporation shall commence business will not be less than One Hundred Dollars (\$ 100.00)

**ARTICLE V, TERM:**

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

**ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:**

The initial place of business of said Corporation in this State shall be 302-A SW 12 Avenue Miami, Fl 33130. But the Board of Directors may from time to time, move the principal place of the office to any other address in the State of Florida.

**ARTICLE VII, DIRECTORS:**

The business of the Corporation shall be conducted by a Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

**ARTICLE VIII, FIRST BOARD OF DIRECTORS:**

The name and office address of the members of the First Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

Olga Fernandez  
302-A SW 12 Avenue  
Miami, Fl 33130

Jacqueline Rojas  
302-A SW 12 Avenue  
Miami, Fl 33130

**ARTICLE IX, SUBSCRIBERS:**

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the Subscriber to the capital stock and the number of the shares subscribed for are as follows:

Olga Fernandez  
302-A SW 12 Avenue  
Miami, Fl 33130

Jacqueline Rojas  
302-A SW 12 Avenue  
Miami, Fl 33130

**ARTICLE X, OFFICERS:**

The names and post office addresses of the incorporator, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have elected and qualified, are as follows:

Olga Fernandez  
President/Secretary  
302-A SW 12 Avenue  
Miami, FL 33130

Jacqueline Rojas  
Vice-President/Treasurer  
302-A SW 12 Avenue  
Miami, FL 33130

**ARTICLE XI, AMENDMENT:**

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of the stocks entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

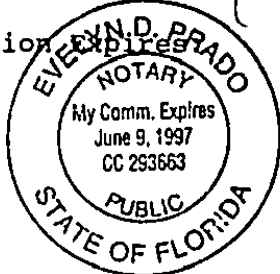
Olga Fernandez  
President/Treasurer

~~Jacqueline Rojas~~  
~~Vice-President/Treasurer~~

I, HEREBY CERTIFY THAT, on this day, before me, a notary public, duly authorized in the State of Florida and County of Dade to take acknowledgement, personally appeared Olga Fernandez and Jacqueline Rojas to me well known to be the persons described as subscribers in and who execute the foregoing Articles of Incorporation. WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS 25th DAY OF November 1996.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

### My Commission



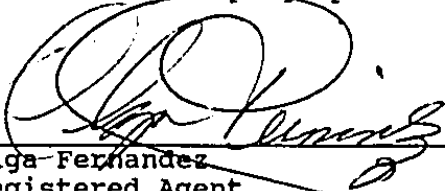
**CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE  
WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.**

In pursuance of Chapter 48,901, Section 607, 164 Florida Statutes, the following is submitted, in the compliance with said act:

FIRST: VILLA ROJA CAFETERIA INC desiring to organized under Laws of the State of Florida, with the principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Olga Fernandez located at 7925 NW 12 Street Ste 324 Miami Florida 33126 to processs within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept services 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 provisions of said act relative to keeping open said office.

  
Olga Fernandez  
Registered Agent

P960000928/2

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

400002028794--8

-12/13/96--01056--026

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. VILLA ROJA CAFETERIA INC.  
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Certified Copy

☐ Certificate of State

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96 DEC 20 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amendment  
12/23/96  
DC





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 13, 1996

LAZARUS

MIAMI, FL

SUBJECT: VILLA ROJA CAFETERIA INC  
Ref. Number: P96000092812

We have received your document for VILLA ROJA CAFETERIA INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The officer titles must appear within the amendment for OLGA FERNANDEZ, such as President, Secretary etc. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 696A00055864

RECEIVED  
96 DEC 20 PM 2:25  
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT  
TO  
ARTICLE OF INCORPORATION  
OF  
VILLA ROJA CAFETERIA INC**

**FILED**  
96 DEC 20 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST: Amendment(s) adopted:**

**SHALL CONSIST OF:**

**ARTICLE VIII DIRECTORS, ARTICLE IX SUBSCRIBERS AND ARTICLE X OFFICERS, REGISTERED AGENT SHALL READ AS FOLLOWS:**

Olga Fernandez  
302 A S.W. 12th Avenue  
Miami, Fl 33130

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as mentioned above:

THIRD: The date of each amendment's adoption: December 11th 1996.

FOURTH: Adoption of Amendment(s) (check one)

\_\_\_\_\_ The amendment(s) was/were adopted by the incorporators or board of directors without shareholders action and shareholders action was not required.

  X   The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

\_\_\_\_\_ The amendment(s) was/were approved by the shareholders through voting groups.

(The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).)

The number of votes cast for the amendment(s) was/were sufficient for approval by

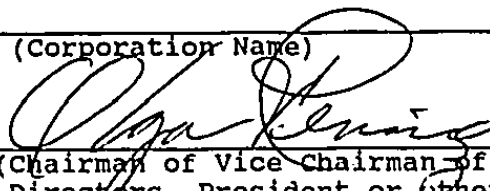
\_\_\_\_\_  
(voting group)

Signed this 11th day of December 1996.

VILLA ROJA CAFETERIA INC

\_\_\_\_\_  
(Corporation Name)

By

  
(Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or incorporator of adopted by the directors or incorporators)  
Olga Fernandez

\_\_\_\_\_  
(Typed or print name)

PRESIDENT

\_\_\_\_\_  
(Title)