

P9600094988

MEMORANDUM

To: Florida Department of State  
Division of Corporations

From: Dr. Andy S. Gomez

Re: Articles of Incorporation

96 OCT 30 PM 3:22  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

800001991038--1  
-10/30/96--01105--018  
\*\*\*\*123.00 \*\*\*\*123.00

Enclosed please find our application for the incorporation of our business. Should you need further information, you may write to me at the address in the application. Thank you in advance for processing our papers.

EFFECTIVE DATE

10-28-96

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 30 PM 3:22

FILED

PH 11/20/96 23436  
WLB 11/20/96 23436  
PH 11/20/96 23436  
TA 11/20/96 23436



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 5, 1996

DR. ANDY S. GOMEZ  
UNIVERSITY OF MIAMI-UNIVERSITY ADVANCEME  
P O BOX 248073  
CORAL GABLES, FL 33124-1210

SUBJECT: CUBAN DOMINO COUNCIL  
Ref. Number: W96000023436

We have received your document for CUBAN DOMINO COUNCIL and your check(s) totaling \$123.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 296A00050754



Department of Development

DEAR MS. HALL:

ENCLOSED PLEASE FIND THE INFORMATION YOU REQUESTED. YOU MAY REACH ME AT (305) 442-8421 IF YOU HAVE ANY QUESTIONS.

PLEASE MAIL ALL PAPERS AND FUTURE CORRESPONDENCE TO:

DR. ANDY S. GOMER  
730 UNIV. DRIVE  
CORAL GABLES, FLA. 33134

Thank you.

DR. A. GOMER

ARTICLES OF INCORPORATION

FILED

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, of the State of Florida, hereby certify as follows: 96 OCT 30 PM 3:22 CONTRACT OF STATE TALLAHASSEE, FLORIDA

ARTICLE I

EFFECTIVE DATE

The name of the corporation is: CUBAN DOMINO COUNCIL INC. 10-28-56

ARTICLE II

This corporation shall have perpetual existence beginning on:  
OCTOBER 28, 1956

ARTICLE III

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

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 100 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

The street of the initial registered and principal office of this corporation shall be:

730 UNIVERSITY DRIVE, CORAL GABLES, FLA. 33134

or at such other places as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by it's Board of Directors.

ARTICLE VI

The name of the initial registered agent of this corporation shall be: DR. ANDY S. GOMEZ

whose address shall be the address of the registered office of this corporation.

#### ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 1 and no more than 3 as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

#### ARTICLE VIII

The name and street addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the Laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

<u>NAMES</u>	<u>DIRECTOR</u>	<u>ADDRESS</u>
DR. ANDY S. GOMEZ	PRESIDENT	730 UNIVERSITY DR. CG. FL. 33134
MR. JORGE D. RODRIGUEZ	TREASURER	6121 SW 29 ST. MIA. FL. 33155
MR. EMILIO T. GONZALEZ	SECRETARY	251 CRANDON BLVD. KEY BIS. FL. 33149

#### ARTICLE IX

The name and street addresses of each incorporator of this corporation is:

SAME AS ABOVE

#### ARTICLE X

The By-Laws of this corporation may be created, amended or changed by either the Stockholder or the Directors at any regular or duty scheduled special meeting.

#### ARTICLE XI

This corporation shall have in addition to a President, a Vice-President, Secretary and Treasurer, such other additional officer as may be created from time to time, by and under authorization of it's By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

#### ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIII

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) here after reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding of whatever nature, to which he is or shall be made a part by reason of his being or having a Director of the corporation (whether or not he is a Director of the corporation at the time he is made a party to such action, suit, or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjusted in such actions, suit, or proceeding to have been derelict in the performance of the duties imposed on him as such Director.

The right of indemnification herein provided shall not be exclusive of the other rights to which any such persons may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledge these ARTICLES OF INCORPORATION this 14 day of October, 1996,

*[Signature]*  
SUBSCRIBER

OF FLORIDA)

COUNTY OF DADE )

SS

I, HEREBY CERTIFY that on the 14 day of October, 1996 personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements:

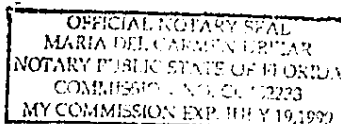
DR. ANDY S. GOMEZ

to me well known and known to me the person who executed the foregoing Articles of Incorporation, and acknowledge that he signed and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County of Dade, State of Florida, the day and year above written.

*Maria del Carmen Lopez*  
Notary Public, State of Florida

My Commission Expires:



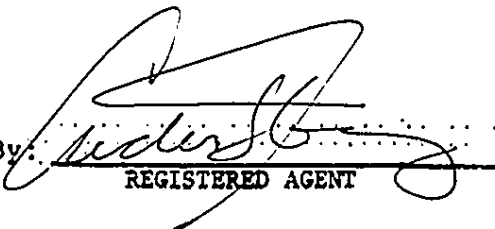
FILED  
96 OCT 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091 Florida Statutes the following is submitted in compliance with said Act: That  
Desiring to organize under the laws of the State of Florida and with it's principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has name DR. ANDY S. GOMEZ located at 730 UNIV. DR. CG. FL. Miami, Florida, 33134 . accept service of proccess within this State.

ACKNOWLEDGMENT

Having been named to accept service of proccess 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 the said Act relative to keeping open said office.

By:   
REGISTERED AGENT