

P96000098296

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

100002020741--D
-12/05/96--01035--024
****122.50 ****122.50
Office Use Only

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

1. KING FISH PESCADERIA RESTAURANT, INC.
(Corporation Name) (Document #)
2. Translation: King Fish Fish Market Restaurant, Inc.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
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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

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96 DEC -5 AM 11:12
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
KING FISH PESCADERIA RESTAURANT, INC.

FILED

96 DEC -5 PM 12:03

SEC. OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming corporation under the laws of the State of Florida, Chapter 607 and subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be:

KING FISH PESCADERIA RESTAURANT, INC.

ARTICLE TWO

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The general nature of the business to be transacted by this corporation shall be:

- a) This Corporation is organized for the purpose of engaging in a business organized under Florida General Corporation law, Chapter 607, Florida Statutes.
- b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.
- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

f) To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chose in action and evidence of indebtedness or interest issued or created by any corporation, stock companies, syndicates, associations firms, trusts, or persons, public or private, or by the government of the United State of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof, to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporation formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time shall be One Hundred(100) shares, common stock

Five Dollars (\$5.00) par value.

All or any part of the capital stock may be paid for either in lawful monies or the United States of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

ARTICLE FOUR

The principal office of the corporation shall be located at:

2991 West 12th Ave
Hialeah, FL 33012

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE FIVE

This corporation shall have Two director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one(1), not more than five(5).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse such each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the director of the corporation are pecuniarily or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been know to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is so interested

may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE SIX

The names and post office addresses of the members of the First Board of Directors and Officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

Braulio L. Guevara

2991 West 12th Ave
Hialeah, Fl 33012

Jhonny S. Perez

2991 West 12th Ave
Hialeah, Fl 33012

OFFICERS

Braulio L. Guevara - President

2991 West 12th Ave
Hialeah, Fl 33012

Jhonny S. Perez - Secretary-Treasurer

2991 West 12th Ave
Hialeah, Fl 33012

ARTICLE SEVEN

The names and post office addresses of each of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Braulio L. Guevara	2991 West 12th Ave Hialeah, Fl 33012
Jhonny S. Perez	2991 West 12th Ave Hialeah, Fl 33012

ARTICLE EIGHT

This corporation shall have full power to carry on and transact each or all of the business enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by Law.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE TEN

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director remove from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the By-Laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined the Board of Directors at or before the time of issuance thereof.

ARTICLE ELEVEN

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

ARTICLE TWELVE

The registered Agent for services of process in the State of Florida, and its registered office shall be:

Jhonny S. Perez
2991 West 12th Ave
Hialeah, FL 33012

ARTICLE THIRTEEN

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixes their seals on this 3rd day of December, 1996.

Braulio L. Guevara

Jhonny S. Perez

ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of
Incorporation of: KING FISH PESCADERIA RESTAURANT, INC.

to accept service of process, hereby accepts such designation.

Jhonny S. Perez

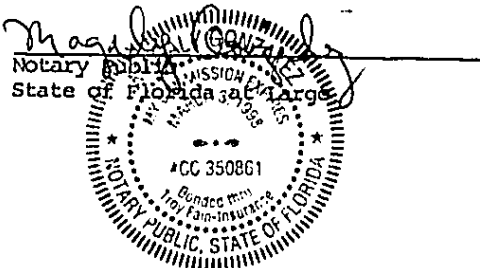
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared:

Braulio L. Guevara and Jhonny S. Perez

to me well known and know to me to be the persons described in, who after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Hialeah, said County and State, this 3rd day of December, 1996.



P96000098296

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

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2. _____
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3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #) 70000206217--0
01/23/97 01061-016
*****35.00 *****35.00

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

FILED
97 JAN 23 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
1/23/97

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
91 JAN 23 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KING FISH PESCADERIA RESTAURANT, INC

(present name).

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: ARTICLE SIX: The names and post office addresses of the member of the Board of Directors and Officers are as follows:

BOARD OF DIRECTORS: Maria M Llanes 2992 West 12 Ave Hialeah, FL 33012

Jhonny S. Perez 2992 West 12 Ave Hialeah, FL 33012

OFFICERS: Maria M Llanes - President 2992 West 12 Ave Hialeah, FL 33012

Jhonny S. Perez - Secretary Treasurer 2992 West 12 Ave Hialeah, FL 33012

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 follows:

THIRD: The date of each amendment's adoption: January 22, 1997.

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

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

☐ 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 22 day of January, 19, 97.

KING FISH PESCADERIA RESTAURANT, INC.

(Corporation Name)

By Braulio I. Guevara
(Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

Braulio I. Guevara

(Typed or printed name)

President - Director

(Title)

6. 7/03/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:04 PM

P960000982 96

((H97000010995 3))

TO: DIVISION OF CORPORATIONS

FAX #: (050)922-4000

FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ

ACCT#: 071001002335

PHONE: (305)599-0039

FAX #: (305)716-0346

NAME: KING FISH PESCADERIA RESTAURANT, INC.

AUDIT NUMBER.....H97000010995

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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97 JUL -3 PM 1:54

DIVISION OF CORPORATIONS

Attn: Dir.
Design.

7-3-97

[Signature]

H97000010995

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, JOHNNY S. PEREZ, hereby resign as Secretary
(Title)
of KING FISH PISCADERIA RESTAURANT, INC.
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

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

x [Signature]
(Signature of resigning officer/director)

FILED
97 JUL -3 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREPARED BY:
JORGE HERNANDEZ
9101 NW 111th STREET
HIALEAH GARDENS, FLORIDA 33018
(305) 825-3275

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314