

P970000/4406

TRANSMITTAL LETTER

97 FEB 10 PM 4: 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500002084525--6
-02/11/97--01191--017
*****78.75 *****78.75

SUBJECT: DON CHURRO'S CAFE', INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: FERNANDEZ, PETR & ASSOC.
Name (Printed or typed)
3068-B PALM AVE
Address
HIALEAH, FL 33012
City, State & Zip
(305) 889-1991
Daytime Telephone number

PH
2/13/97

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF
DON CHURRO'S CAFE, INC

FILED

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TALLAHASSEE FLORIDA

The undersigned, acting as the incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is _____
DON CHURRO'S CAFE, INC

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in a general _____

FOOD SALES AND DISTRIBUTION
business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with a value of \$1.00 per share.

Initial Issue. 100 shares of the Capital Stock of the corporation shall be issued for cash at a value of \$1.00 per share.

Stated Capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No Classes of Stock. The shares of the corporation are not to be divided into classes.

No Shares in Series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 158 SW 3rd ST., #3
MIAMI, FL 33130
and the name of the initial registered agent at such address is CARLOS E. JIMENEZ.

SIXTH: the initial board of directors shall consist of 1 members, who need not be residents of the state of Florida or shareholders of the corporation.

SEVENTH: The names and address of the persons who shall serve as directors until the first annual meeting, or until their successors shall have been elected and qualified are as follows:

NAMES	STREET ADDRESS	CITY	STATE	ZIP CODE
CARLOS E. JIMENEZ	158 SW 3rd ST., #3	MIAMI	FL	33130

EIGHTH: The name(s) and address(s) of the initial incorporator(s) is(are) as follows:

NAMES	STREET ADDRESS	CITY	STATE	ZIP CODE
CARLOS E. JIMENEZ	158 SW 3rd ST., #3	MIAMI	FL	33130

NINTH: An affirmative vote of 100 % of the shares of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at price, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to the stocks authorized (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder all shares of common stock currently authorized.

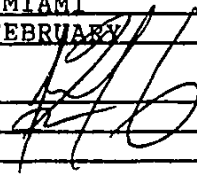
TWELFTH: The address of the principle office is 158 SW 3rd STREET, #3
MIAMI, FL 33130

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one

shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholders shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has (have) executed these articles of incorporation at MIAMI
Florida, on the 4th day of FEBRUARY, 1997

x



Incorporator(s)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

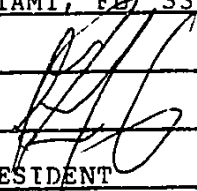
1. The name of the corporation is:
DON CHURRO'S CAFE, INC

2. The name and address of the registered agent and office is:

CARLOS E. JIMENEZ

158 SW 3rd STREET #3


MIAMI, FL 33130

Signature: 

Title: PRESIDENT

Date: 2/4/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Signature: 

Date: 2/4/97