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Felipe Sotolongo-Isasi  
ATTORNEY

FILED

97 FEB 14 AM 11:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 26, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700002070097--0  
-01/28/97--01076--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Napoleon's Latin American Deli & Sandwich Shop, Inc.

To Whom It May Concern:

Enclosed please find original and one copy of the Articles of Incorporation for the above referenced corporation, together with our money order in the amount of \$70.00 to cover your fee for filing the same.

Thank you for your attention to this matter.

Very truly yours,

  
Felipe Sotolongo-Isasi, Esq.

FSI/lf  
Enclosures

*Handwritten notes and dates:*  
W97-6497  
2/3/97  
OK 2/14/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 31, 1997

FELIPE SOTOLONGO-ISASI, ESQ.  
1490 S MILITARY TRAIL, SUITE 13-B  
WEST PALM BEACH, FL 33415-9141

SUBJECT: NAPOLEON'S LATIN AMERICAN DELI & SANDWICH SHOP, INC.  
Ref. Number: W97000002491

We have received your document for NAPOLEON'S LATIN AMERICAN DELI & SANDWICH SHOP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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: 497A00005199

Dear Ms. Hall:  
I believe the corrections have been  
made in §§ 5. Thank you for your  
cooperation.  
F.S.I.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**1. Name.** The name of this corporation is **NAPOLEON'S LATIN AMERICAN DELI & SANDWICH SHOP, INC.**

**2. Duration.** The period of its duration is perpetual.

**3. Purpose.** The purposes is to engage in any activities or business permitted under the laws of the United States and Florida.

**4. Capital Stock.** The corporation is authorized to issue 1000 shares, all of one class, at \$1.00 ( One Dollar) par value.

**5. Initial Registered Office, Principal Office and Registered Agent.**

The name and address of the initial registered office, principal office of the corporation and name and address of the Registered Agent (which is the same) is as follows:

Initial Registered Agent: Felipe Sotolongo-Isasi  
Principal address or corporation and registered office address of the corporation is: 1490 S. Military Trail, 13 B  
W. Palm Beach, Florida 33415

**6. Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Napoleon Navarro	1490 S. Military Trail, Ste. 6 W. Palm Beach, Florida 33415

**7. Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Napoleon Navarro	1490 S. Military Trail, Ste. 6 W. Palm Beach, Florida 33415

**8. Amendment of Articles.** This corporation reserves the right to

Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**9. Non-resident Directors.** Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

**10. Director Conflict of Interest.**

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

**11. Meetings by Conference Telephone.** Members of the Board of Directors may participate in regular meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law but annual meetings of the Board of Directors must be attended in fact in person by each director. (FS Section 607.131(7))

**12. Indemnification.** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

**13. Informal Action of Directors.** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26<sup>th</sup> day of January, 1997. TALLAHASSEE, FLORIDA

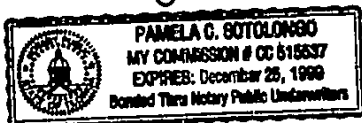
[Signature]  
INCORPORATOR

[Signature]  
REGISTERED AGENT

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Felipe Sotolongo and Napoleon Navarro and to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26<sup>th</sup> day of January, 1997.



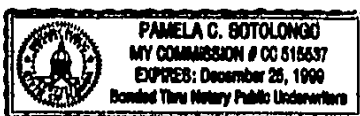
Pamela C. Sotolongo  
Notary Public, State of Florida

I, Felipe Sotolongo, am familiar with and accept the duties and responsibilities as registered agent for said corporation.

[Signature]  
Felipe Sotolongo

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Felipe Sotolongo who acknowledges that he is familiar with and accepts the duties and responsibilities of Registered Agent for the foregoing Corporation.



Pamela C. Sotolongo  
Notary Public, State of Florida