

P97000036059

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

900002121129--8  
-03/24/97--01009--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: E. CARRAZANA Food SERVICES, 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

ADDITIONAL COPY REQUIRED

FROM: Enidio CARRAZANA  
Name (Printed or typed)

14910 SW 82 TERRACE #208  
Address

Miami FL 33193  
City, State & Zip

(305) 385-6743  
Daytime Telephone number

MAR 27

11

BSR

(558)

W97-1105  
609

W97-11942

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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 7, 1997

ENIDIO CARRAZANA  
14910 S.W. 82 TERRACE #208  
MIAMI, FL 33193

SUBJECT: E. CARRAZANA FOOD SERVICES, INC.  
Ref. Number: W97000007942

We have received your document for E. CARRAZANA FOOD SERVICES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The designation of the registered agent must be at a Florida street address.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 097A00017212



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 27, 1997

ENIDIO CARRAZANA  
14910 S.W. 82 TERRACE #208  
MIAMI, FL 33193

SUBJECT: E. CARRAZANA FOOD SERVICES, INC.  
Ref. Number: W97000007105

We have received your document for E. CARRAZANA FOOD SERVICES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 197A00015514

E. CARRAZANA FOOD SERVICES, INC.  
**ARTICLES OF INCORPORATION**

FILED

**ARTICLE I ORGANIZATION Name:**

97 APR 22 PM 4:10

This Corporation, formed under the Florida for profit-corporation law, shall be known as E. CARRAZANA FOOD SERVICES, INC.. TALLAHASSEE, FLORIDA

**Offices:** The principal offices of the Corporation shall be located in the State of Florida at such place or places as the Board of Directors may, from time to time, designate. The initial mailing address shall be 14910 S.W. 82 TERR. SUITE 208, Miami, Florida 33193.

**ARTICLE II PURPOSE:**

This Corporation is organized and shall operate principally for the purpose of providing home delivered meals to disabled individuals. The Corporation may also engage in any and all other activities as may be necessary, incidental or convenient to carry out the business of the Corporation as contemplated by these Articles.

**ARTICLE III BOARD OF DIRECTORS:**

The Board of Directors is responsible for the direction and control of all matters pertaining to THE CORPORATION. The Board of Directors shall select the Manager, who shall serve at the pleasure of the Board. The Manager shall establish personnel and management policies in accordance with applicable law and such policies as the Board may adopt.

**Members of the Board of Directors:** The affairs of THE CORPORATION shall be managed by the Board of Directors. These shall initially be the owners of the Corporation but later may be expanded to up to five members, or any number designated by the Board.

**Initial Appointment of Directors:**

Initial Board Members shall consist of the owners of the Corporation.

**ARTICLE IV MEETING OF BOARD OF DIRECTORS:**

**Meeting of Board of Directors:** Every meeting of persons who are Directors of the Corporation at which there is a quorum, as defined in the by-laws of the Corporation, shall be deemed to be a meeting of the Board of Directors and any action taken at such meeting shall be the action of the Board of Directors in so far as such action is authorized by law.

**Minutes:** Action taken at meetings of the Board of Directors shall be recorded in minutes. Such minutes need not distinguish between the different types of meetings in which action is taken.

**Time and Place of Meetings:** All meetings shall be held at such time and place within or out the State of Florida, as may, from time to time, be fixed by the Board of Directors or the President or the Secretary as may be provided in the by-laws of the Corporation with

appropriate notice as required by the by-laws.

**Requirements for voting:** Qualifications for those entitled to vote for the election of directors and for other matters requiring shareholder approval shall be as defined in the by-laws of the Corporation.

#### **ARTICLE V OFFICERS:**

The following persons are elected to the offices set forth opposite their names to serve until their successors are elected and qualified or until their earlier death or resignation:

Enidio Carrazana - Chief Executive Officer -President/advisor

Federico Garcia- Vice-President/Marketing

Johann Rojas- Vice-President/Business Affairs

At the first meeting and at each annual meeting of the Board of Directors, the Board of Directors shall elect a President, a Secretary, a Treasurer and such Vice President(s) as the Board of Directors may deem appropriate. The Board may also appoint one or more Assistant Secretaries and Assistant Treasurers, who will not be voting members of the Board. The President, Vice President(s), Secretary and Treasurer and not more than three other Directors named by the Board shall constitute the Executive Committee of the Corporation.

Advisor: The manager shall serve as advisor to the Board of Directors and shall maintain full consultative relationship with the Board of Directors and all Committees thereof.

Fiscal year: The Fiscal Year of the Corporation shall be January 1 through December 30 of each year.

#### **ARTICLE VI AMENDMENT OF ARTICLES OF INCORPORATION:**

The Articles of Incorporation of this Corporation may, in any particular, be repealed, and new Articles of Incorporation, not inconsistent with any provision of Law, may be adopted, either by the affirmative vote of two thirds of the voting members present at a duly-noticed annual or special meeting of the members at which (3 members) a quorum is in attendance, or by the affirmative vote of two thirds of the Directors present at any regular or special meeting of the Board at which there is a quorum, provided however, that the Directors shall neither make or alter any article regarding their qualifications, classifications, or term of office, nor relating to the requirements of a quorum for any meeting of the members of the Corporation, and that at least ten days notice of such proposed amendment shall have been furnished to all of the Directors.

**ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the initial registered office of **this** corporation is located at 2699 Biscayne Blvd. Miami Fla. 33137, and the name of the initial registered agent of this corporation at that address.

**Ms. Heidi Garcia, 2699 Biscayne Blvd., Suite 4, Miami, Fla. 33137**

**ARTICLE VIII CAPITAL STOCK:**

This Corporation shall be authorized to issue a maximum of 125 shares capital stock, which shall have \$1,000.00 par value, shall be designated as "Common Stock". The initial distribution of shares will be 50% to Mr. Enidio Carrazana, 25% to Mr. Federico Garcia, 25% to Mr. Johann Rojas. In the case of a voting deadlock the owners agree to arbitration by any Court appointed mediator.

**ARTICLE IX INITIAL BOARD OF DIRECTORS:**

The Corporation shall have three directors constituting the initial Board of Directors. The number of directors may either be increased or decreased from time to time by the bylaws, however, there shall never be less than one director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

Enidio Carrazana - Chief Executive Officer -President/advisor,  
14910 S.W. 82 TERR. SUITE 208, Miami, Florida 33193.


Federico Garcia- Vice-President/Marketing, 325 Roseville Ave, Suite  
# 9, Newark, New Jersey, 07107

Johann Rojas- Vice-President/Business Affairs, 14910 S.W. 82  
TERR. SUITE 208, Miami, Florida 33193.

**ARTICLE X INCORPORATOR:**

The name and address of the INCORPORATOR signing these Articles is:

Enidio Carrazana - Chief Executive Officer -President/advisor, 14910  
S.W. 82 TERR. SUITE 208, Miami, Florida 33193.

 4/15/97  
Signature

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 15 day of April, 1997.

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Enidio Carrazana, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 15 day of April, 1997

SIXTO R. ACEVEDO



NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: 14 day of Dec., 1999.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that Mr. Enidio Carrazana, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 14910 S.W. 82 TERR. SUITE 208, Miami, Florida 33193, has named **Ms. Heidi Garcia**, 2699 Biscayne Blvd. Suite #3 Miami, Florida 33137.

as its agent to accept service of process within Florida. Dated: 15 day of April of , 1997.

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Heidi Garcia  
**Ms. Heidi Garcia**  
Registered Agent

FILED  
97 APR 22 PM 4:10  
STATE OF FLORIDA  
TALLAHASSEE

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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 E. CARRAZANA FOOD SERVICES, INC.

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

HEIDY GARCIA  
(NAME)

2699 Biscayne Boulevard, Suite# 3  
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Florida 331 37  
(CITY/STATE/ZIP)

**FILED**  
97 APR 22 PM 4:10  
TALLAHASSEE, FLORIDA  
DIVISION OF STATE

*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 obligations of my position as registered agent.*



(SIGNATURE)

4-15-1997

(DATE)