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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GRUPPO CHARRO, INC.

AUDIT NUMBER.....H97000006989

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

GRUPPO CHARRO, INC.

FILED  
97 APR 29 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be GRUPPO CHARRO, INC.

ARTICLE II

This corporation is to have perpetual existence, unless dissolved sooner according to the laws of the State of Florida.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this Corporation shall be as follows:

To establish, purchase, lease as lessee, or otherwise acquire, own, operate, and maintain, sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in and with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters;

RACUL GARCIA-VIDAL, P.A.  
COLUMBUS CENTER  
SUITE 1450  
ONE ALHAMBRA PLAZA  
CORAL GABLES, FLORIDA 33134  
TELEPHONE: (305) 444-8382  
FLORIDA BAR NO.: 209589

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to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500) having a par value of ONE AND NO/00 (\$1.00) DOLLAR per share, all of which shall be common stock. Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of such stock may be paid for in cash, in property, in labor, or in services, whether the services rendered prior to or after the issuance of the stock, at a fair valuation to be fixed by the Board of Directors of this Corporation, or as fixed by the Stockholders of this Corporation in the event that the Corporation may be merged by the Stockholders.

ARTICLE V

The amount of the capital with which the Corporation shall begin business is not less than FIVE HUNDRED AND NO/00 (\$500.00) DOLLARS.

ARTICLE VI

The initial business office of this Corporation shall be located at 3390 Mary Street #124 Miami, Florida 33133 but the Corporation shall have the power to establish such other places of

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business at such other locations within or without the State of Florida as may be determined or deemed expedient.

The initial Registered Agent of the Corporation shall be RAOUL GARCIA-VIDAL, ESQ., who is located at the street address of COLUMBUS CENTER, Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134.

#### ARTICLE VII

There shall be a Board of Directors of this Corporation which shall consist of not less than one (1) and not more than five ((5) Directors. The number of Directors may be increased or decreased from time to time by the Board of Directors, or by the Corporate By-Laws, and each of the Directors shall be of full age.

A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of the majority of the Directors shall be the act of the Corporation. Subject to the By-Laws, if any, adopted by the Stockholders, the Directors may make the By-Laws. Meetings of the Directors may be held within or without the State of Florida, and Directors need not be Stockholders. The Board of Directors may, by Resolution, designate one (1) or more of their number to constitute an executive committee which, to the extent provided in such Resolution or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors.

#### ARTICLE VIII

The name and street address of the members of the First Board of Directors who, subject to these Articles of Incorporation, the

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By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified are:

NAME

ADDRESS

GERARDO XALIPA

Emilio Carranza 999 Sur Centro  
Monterrey, Nuevo Leon  
Mexico, 64000

ARTICLE IX

The name and street address of the incorporator and subscriber to these Articles of Incorporation of this Corporation is:

NAME

ADDRESS

KATHERINE AZCUE

13513 SW 52 Street #3  
Miami, Florida 33183

ARTICLE X

This Corporation reserves the right to amend, alter, change or appeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter described by Statute.

The Stockholder or Stockholders shall have the power to make or amend the By-Laws of this Corporation and to fix any amount to be reserved for working capital. Private property of the Stockholder or Stockholders shall not be subject to the payment of the corporate debt to any extent whatsoever. The corporation shall have a first lien on the shares of its members or members and upon dividends due them for any indebtedness of such member or members of the Corporation.

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IN WITNESS WHEREOF, I, the undersigned, have made and subscribed these Articles of Incorporation at the City of Coral Gables, County of Dade, State of Florida, on the 12th day of October, 1994 for the uses and purposes last aforesaid.

Katherine Azcue  
KATHERINE AZCUE

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority to take acknowledgments and administer oaths, personally appeared KATHERINE AZCUE, to me well known and to me personally known to be the person described herein and who executed the foregoing Articles of Incorporation of GRUPPO CHARRO, INC., and she freely and voluntarily acknowledged before me, according to the law, that she made and subscribed the same for the uses and purposes herein mentioned and set forth herein.

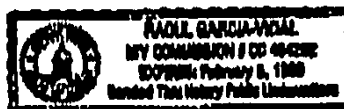
IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 28th day of April, 1997.

Print:

RAOUL GARCIA-VIDAL  
NOTARY PUBLIC, State of Florida  
at Large

My commission expires:

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FILED  
97 APR 29 AM 8:15  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

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

PURSUANT TO Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said act:

THAT GRUPPO CHARRO, INC., desiring to organize under the laws of the State of Florida, with its principal place of business located at 3390 Mary Street #124 Miami, Florida 33133, has named RAOUL GARCIA-VIDAL, ESQ., located at the COLUMBUS CENTER, Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134, as its Registered Agent to accept process within the State of Florida.

BY:

  
\_\_\_\_\_  
RAOUL GARCIA-VIDAL, Registered Agent

ACKNOWLEDGEMENT

HAVING BEEN MADE TO ACCEPT Service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act in regard to keeping open said office.

BY:

  
\_\_\_\_\_  
RAOUL GARCIA-VIDAL

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