

PRONTO 481777

REQUESTOR'S NAME
 890 S.W. 87 AVENUE, SUITE: 16
 Address
 MIAMI, FLORIDA 33174 (305) 552-5973
 City/State/Zip Phone #
 LOCAL REPRESENTATIVE TALLAHASSEE

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 Office Use Only

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

1. PRONTO CHEF U.S.A., INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 97 JUN -3 PM 1:24
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 EFFECTIVE DATE
 5-28-97

- ☐ Walk in ☒ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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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 97 JUN -3 AM 10:37
 DIVISION OF CORPORATION
 6/3

Examiner's Initials _____

ARTICLES OF INCORPORATION OF

PRONTO CHEF U.S.A., Inc.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

Article I. NAME

The name of this corporation is: PRONTO CHEF U.S.A., Inc.

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is ten thousand (10,000), all of which shall be common shares with a par value of one dollar (\$1.00)

Article V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others).

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5-27-97

Article VI. INITIAL REGISTERED AGENT PRINCIPAL OFFICE

The name and address of this initial Registered Agent and principal office address of this corporation is:

<u>Initial Registered Agent</u>	<u>Principal Office Address</u>
Masha Guacci	21085 N.E. 34th Avenue
21085 N.E. 34th Avenue	# 402
#402	Aventura, Fl 33180
Aventura, Fl 33180	

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director inittially who shall serve until her successor, if any, is selected at the annual meeting of the shareholders. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by laws but shall never be less than one. The name and address of the initial Direcor of this corporation is:

Masha Guacci
21085 N.E. 34th Avenue
#402
Aventura, Fl 33180

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation is/are:

President:	Masha Guacci 21085 N.E. 34th Avenue #402 Aventura, Fl 33180
Vice President:	Masha Guacci 21085 N.E. 34th Avenue #402 Aventura, Fl 33180
Secretary:	Masha Guacci 21085 N.E. 34th Avenue #402 Aventura, Fl 33180

Treasurer: Masha Guacci
21085 N.E. 34th Avenue #402
Aventura, Fl 33180

Article IX. INCORPORATORS

The name and address of the person signing these
Articles of Incorporation is:

Masha Guacci
21085 N.E. 34TH Avenue
#402
Aventura, fl 33180

Article X. BY LAWS

The power to adopt, alter, amend or repeal the by laws
shall be vested in the shareholders of this corporation.

Article XI. RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be
issued initially at the first organizational meeting of this
Corporation. Shares held by the initial shareholder(s) may
not be resold or otherwise transferred to other persons
unless first offered to the remaining shareholder(s) or to
this corporation. The price and terms at which, and the time
within which, those shares may be offered and sold shall be
further specified by written agreement among all the
shareholders of this corporation.

Article XII. MANAGMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the
authority of and the business affairs of this corporation
shall be managed under the direction of the shareholders of
this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 28 day
of MAY, 1997
Witness

Masha Guacci
Masha Guacci

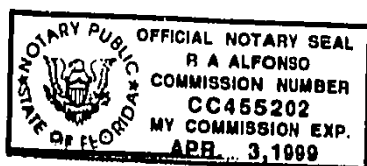
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally
appeared _____, to me know to be the
person who executed the foregoing Articles of Incorporation
or who produced a Florida Driver License as identification
and she acknowledged to thr before me that she executed such
instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal this 28 day of MAY, 1997.

My commission expires:

Raaf
NOTARY PUBLIC, State of Florida
at Large



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Chapter 607.34 Florida Statutes, the following is submitted in compliance with said act:

Fist. PRONTO CHEF U.S.A., Inc., desiring to organize under the laws of State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, as its agent accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 

REGISTERED AGENT

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