

P97000083027

Charter Number Only

9/24/97 Terry

JOSE A. NAVARRO
Requester's Name
1950 W. FLAGLER ST. #104
Address
Miami, FL 33144
City State ZIP Phone
#266-8600

VALIDATION ONLY

FILED
97 SEP 25 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000002303100--8
-09/25/97--01029--010
*****78.75 *****78.75

CORPORATION(S) NAME

Tropico Restaurant, Inc.



Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input checked="" type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)

K. Rolfe SEP 25 1997

97 SEP 25 AM 9:46
TOLSON

ARTICLES OF INCORPORATION
OF
TROPICO RESTAURANT, INC.

FILED
97 SEP 25 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be:

TROPICO RESTAURANT, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

Section 1.

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Section 2.

The Corporation shall have all the powers set forth in the Florida General Corporation law, as in effect from time to time.

Prepared by:

JOSE A. NAVARRO, P.A.
7950 W. Flagler St., #104
Miami, Florida 33144
Tel: (305) 266-8600
Fla. Bar No. 270873

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is: 500 shares of common stock at \$100.00 par value each.

ARTICLE V

AMOUNT OF CAPITAL

The amount of capital with which this Corporation will begin business is not less than \$500.00 Dollars.

ARTICLE VI

INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The initial principal office address is:
Address: 8391 N.W. 12 Street, Miami, Florida 33126

The initial registered agent and address is:
Name: Armando Valladares
Address: 8391 N.W. 12 Street, Miami, Florida 33126

ARTICLE VII

PREEMPTIVE 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 he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

RIGHT OF FIRST REFUSAL

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining shareholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A shareholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale and unless his terms are accepted by any or all of the other shareholders within thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing and he will be at liberty to sell to anyone else.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Directors, initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws. The names and addresses of the initial Directors of this Corporation are:

Armando Valladares
8391 N.W. 12 Street
Miami, Florida 33126

ARTICLE X

INCORPORATOR

The name and address of each Incorporator is:

Armando Valladares
8391 N.W. 12 Street
Miami, Florida 33126

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XII

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders subject to this reservation.

ARTICLE XIII

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and Shareholders, provision is made as follows:

a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

b) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

c) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner upon such terms as the Board of Directors may deem expedient.

d) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses, and/or pensions of the employees, the agents, the officers and directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

e) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock entitled to vote of the Corporation at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate, and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the By-Laws.

f) Any officers of the Corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

g) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with the Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm,

association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to, or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the corporation for the benefit of himself or of any firm, association or corporation in which he may be in anyway interested.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

Dated the 23rd day of September, 1997.

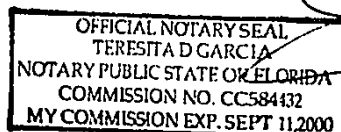
Signature of Incorporator

Armando Valladares
Armando Valladares

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared Armando Valladares to me well known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth. Incorporator is (✓) personally known to me or () has produced _____ as identification.

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



Teresita D. Garcia
Print Name, TERESITA D. GARCIA
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Armando Valladares
Print Name: ARMANDO VALLADARES
REGISTERED AGENT

6591trop.4/jan/9-97

FILED
97 SEP 25 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA