

P98000015213

Contigo Peru Peruvian Restaurant, Inc.
8871 Wiles Road, Building 8, Apt. 205, Coral Springs, Florida 33067

Transmittal Letter

February 13, 1998

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

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SUBJECT : Contigo Peru Peruvian Restaurant, Inc.

Dear Sir:

Enclosed is an original and one (01) copy of the articles of incorporation and a \$ 131.25 check for filing fee, certified copy, and certificate.

FROM: Cesar D. Ugarriza
ADDRESS: 8871 Wiles Road
Building 8, Apt. 205
Coral Springs, Florida 33067
PHONE: (305) 387-8229

FILED
98 FEB 16 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Cesar D. Ugarriza, President

Enclosures

CU/fg

9/11 2-16-98

**Articles of Incorporation
of
Contigo Peru Peruvian Restaurant, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

Contigo Peru Peruvian Restaurant, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business related to the restaurant industry permitted under laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One thousand shares (1,000) of One Dollar (\$ 1.00) par value Common Stock, which shall be designated "Common Shares"

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of this corporations is at 8871 Wiles Road, Building 8, Apt. 205, Coral Springs, Florida 33067. The name of the Initial Registered Agent of this Corporation at that address is Cesar D. Ugarriza.

ARTICLE VI - BOARD OF DIRECTOR(S)

This corporation shall have two (02) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is/are:

| | |
|------------------------------|------------------------------|
| Cesar D. Ugarriza | Luis E. Eyzaguirre |
| 8871 Wiles Road | 4171 N.W. 110 Avenue |
| Building 8, apt. 205 | South Side B |
| Coral Springs, Florida 33067 | Coral Springs, Florida 33065 |

ARTICLE VII - OFFICER(S)

The officer(s) of this corporation shall be as follows:

| | |
|--------------------|-----------|
| Cesar D. Ugarriza | President |
| Luis E. Eyzaguirre | Secretary |

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCKS

Shares of Capital Stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

| | |
|--------------------|---|
| Cesar D. Ugarriza | 500 shares of \$1.00 par value Common Stock |
| Luis E. Eyzaguirre | 500 shares of \$1.00 par value Common Stock |

Shares held by initial shareholders, may not be resold or otherwise transferred to other persons unless such shares are first offered to remaining shareholders or to this Corporation.

The prices and term and the time within such share may be offered and sold shall be further specified by written agreement among all of the shareholders.

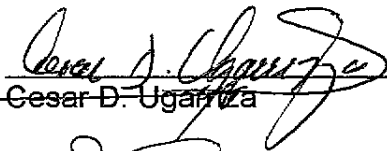
ARTICLE IX - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are)

Cesar D. Ugarriza
8871 Wiles Road
Building 8, apt. 205
Coral Springs, Florida 33067

Luis E. Eyzaguirre
4171 N.W. 110 Avenue
South Side B
Coral Springs, Florida 33065

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this thirteen day of February, 1998.


Cesar D. Ugarriza


Luis E. Eyzaguirre

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT OF

Contigo Peru Peruvian Restaurant, Inc.

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TALLAHASSEE, FLORIDA

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.0501, THE FOLLOWING IS SUBMITTED: THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION AT 8871 WILES ROAD, BUILDING 8, APT. 205, CORAL SPRINGS, FLORIDA 33067 NAMED MR. CESAR D. UGARRIZA LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

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.


Cesar D. Ugarriza


Date