

P 980000 19594

Carmen V DE Almeida

Requestor's Name

6146 Pine Tree Dr.

Address

Miami Beach Fl. 33141

City/State/Zip

Phone #

300002442363--1

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

1. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

F. CHESSEY MAR 2 1998

ARTICLES OF INCORPORATION

OF

LA FUENTE RESTAURANT INC.

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Article I - Name

The name of this corporation is LA FUENTE RESTAURANT INC.

Article II - Duration

This corporation shall commence on the date of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to the power to:

- a) To have perpetual succession by its corporate name.
- b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- c) To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of this property and assets.
- f) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141.
- g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- k) To elect or appoint officers and agents of the corporation and define their duties and fix their

compensation.

l) To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the corporation.

m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all its directors, officer, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

p) To be a promoter, incorporator, partner, member associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

q) To have and exercise all powers necessary or convenient to effect its purposes.

Article IV - Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of 100 shares, having no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. The whole or any part of the capital stock of the said Corporation shall be payable in lawful money of the United States of America of property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Board of Directors.

Article V - 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.

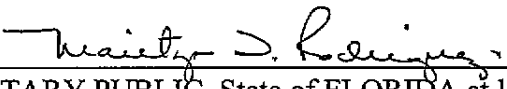
Article VI - Initial Registered Office and Agent


The street address of the initial registered office of this corporation is **946-948 Normandy Drive Miami Beach, Florida 33141** and the name of the initial registered agent of this corporation at that address is Carmen V De Almeida.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgment in the state and county set forth above, appeared CARMEN V DE ALMEIDA who is personally known to me or who has produced Fl. Dr. license as identification and who did not take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 20th day of February, 1998.



NOTARY PUBLIC, State of FLORIDA at large

MARITZA I RODRIGUEZ
My Commission CC479692
Expires Jul. 28, 1999
(Print name, type or stamp)

My Commission Expires: _____



MARITZA I RODRIGUEZ
My Commission CC479692
Expires Jul. 28, 1999

Article XI - Indemnification

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

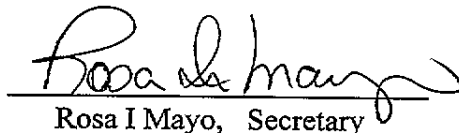
Article XII - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of February, 1998.



Carmen V De Almeida, President



Rosa I Mayo, Secretary

Having been named as Registered Agent and to accept Service of Process for the above stated corporation at the place designated in these Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provision 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.



Carmen V De Almeida, Registered Agent

Article VII - Principal Office

The principal place of business and mailing address of this corporation shall be: **La Fuente Restaurant 946-948 Normandy Drive Miami Beach, Florida 33141.**

Article VIII - Initial Board of Directors.

This corporation shall have two director initially. The number of director may be either increased or diminished from time to time by the bylaws but shall never be less than two. The names and addresses of the initial directors of this corporation are:

Carmen V De Almeida
6146 Pine Tree Drive
Miami Beach, Florida 33141

Marcio De Almeida
6146 Pine Tree Drive
Miami Beach, Florida 33141

Rosa I Mayo
130 S.Shore Drive
Miami Beach, Florida 33141

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Article IX - Incorporator

The name and address of the person signing these Articles is **Carmen V De Almeida 6146 Pine Tree Drive, Miami Beach, Florida 33141** and **Rosa I Mayo 130 S.Shore Drive, Miami Beach Florida 33141**

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.