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LOCAL REPRESENTATIVE TALLAHASSEE

400002455134--9

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\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

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

1. HIMALAYA FOOD & RESTAURANT, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☒ Certified Copy

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☐ Photocopy

☐ Certificate of Status

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TALLAHASSEE, FLORIDA

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 checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
HIMALAYA FOOD & RESTAURANT, INC.**

**ARTICLE I**

**NAME**

The name of the corporation is:

Himalaya Food & Restaurant, Inc.

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**ARTICLE II**

**NATURE OF CORPORATE BUSINESS**

To erect, construct, establish, purchase, lease and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description and generally to conduct the business of restauranteurs, caterers, innkeepers, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To borrow money and contract debts; to make, issue and dispose of bonds, debentures, notes and other obligations, secured or unsecured; and to make any lawful contract of guaranty, suretyship, or of any kind whatsoever in connection with, or in aid of any corporation or other organizations any of whose this Corporation owns or in which this Corporation has an interest; to secure contracts, obligations, and liabilities or any thereof, in whole or in part, by mortgage, deed of trust, creation of security interest in, pledge, or other lien, upon any or all of the property of this Corporation wheresoever situated, acquired, or to be acquired.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

750,000 shares, one common class, one cent (\$0.01) par value.

**ARTICLE IV**  
**CORPORATE EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The corporation's initial Registered Agent and Registered Office in Florida are:

Initial Registered Agent: Kenneth Warner

Initial Registered Office: Suite 200  
1933 S.W. 27th Avenue  
Miami, Florida 33145

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties.

  
KENNETH WARNER

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be one (1) and the name and postal address of the initial director of the initial board of directors is:

Name: Kenneth Warner  
Address: Suite 200  
1933 S.W. 27th Avenue  
Miami, Florida 33145

## **ARTICLE VII**

### **INCORPORATOR**

The name and address of the incorporator executing these Articles of Incorporation is:

Name: Kenneth Warner  
Address: Suite 200  
1933 S.W. 27th Avenue  
Miami, Florida 33145

## **ARTICLE VIII**

### **PREEMPTIVE RIGHTS**

The shareholders of the common stock of this corporation shall be vested with preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services. The preemptive right of any shareholder is determined by the ratio of authorized and issued shares of common stock held by the holder, and all shares of common stock currently authorized and issued.

## ARTICLE IX

### ALIENATION OF SHARES

Any shareholder desiring to sell, pledge, give or otherwise dispose of his or her shares, must first offer, in writing, the shares to be alienated, to the other shareholders of the Corporation in proportion to their existing holdings. Such offer shall be at the same price and on the same terms as may be available to parties other than other shareholders of the Corporation. The offerees shall have forty-five (45) days to acquire said shares. Shares that are not so acquired by any one shareholder, shall be made available to the other shareholders. Shares that are not then acquired by any shareholder, may be otherwise alienated at the price and terms originally contemplated.

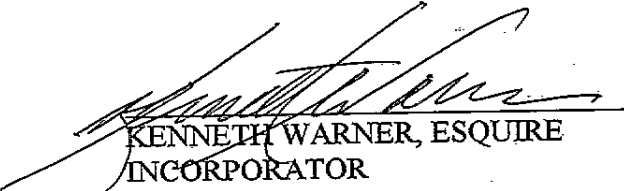
## ARTICLE X

### INITIAL ADDRESS

The street address in this state of the principal office of the corporation is:

Suite 200  
1933 S.W. 27th Avenue  
Miami, Florida 33145

IN WITNESS WHEREOF, the undersigned, as incorporator and initial director has executed the foregoing Articles of Incorporation on this 10 day of March 1998.

  
KENNETH WARNER, ESQUIRE  
INCORPORATOR  
DIRECTOR

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98 MAR 12 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA