

Charter Number Only

98000039969

Requestor's Name: Levine Michael
Address: 633 NE 167 St #501
City: N. Miami Beach FL 33162
State: ZIP: 653-3800 Phone:

VERIFICATION ONLY

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CORPORATION(S) NAME

Lazaro Cafeteria, INC

RECEIVED
98 MAY -4 AM 9:35
DIVISION OF CORPORATION

FILED
98 MAY -4 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
LAZARO CAFETERIA, INC.
A PROFIT CORPORATION

FILED
98 MAY -14 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The Name of the Corporation shall be:

LAZARO CAFETERIA, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 500

Par Value Per Share: \$.001

The authorized shares of par value common stock may be issued only for consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock to be issued. Such consideration may be in the form of cash, real

property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for in the By-laws.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

12143 N.W. 7TH AVENUE
MIAMI, FLORIDA 33168.

The Corporation may also maintain its principle office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide. The Registered Office and the Principle Office address of this Corporation are the same.

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

MARIE EUGENE

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the by-laws of this Corporation and until the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are duly qualified.

**MARIE EUGENE
PRESIDENT
12143 N.W. 7TH AVENUE
MIAMI, FLORIDA 33168**

**SOPHY MURPHY
VICE PRESIDENT
12143 N.W. 7TH AVENUE
MIAMI, FLORIDA 33168**

**MOUTINA WILNER
TREASURER
12143 N.W. 7TH AVENUE
MIAMI, FLORIDA 33168**

ARTICLE VIII

INCORPORATOR

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

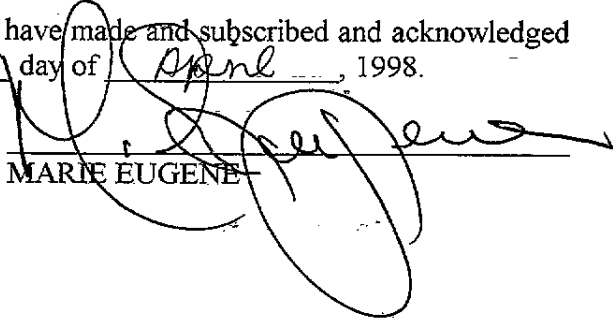
**MARIE EUGENE
12143 N.W. 7TH AVENUE
MIAMI, FLORIDA 33168**

ARTICLE IX

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.
2. This Corporation shall have in addition to a President, Vice President and Treasurer such additional officer as may be designated from time to time and under authorization of its by-laws.
3. The by-laws of this Corporation may be created, amended or changed by the stockholders or the directors at any regular or duly scheduled special meeting.
4. All Officers, agents and factors shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any person may hold two or more offices.

IN WITNESS WHEREOF, the undersigned have made and subscribed and acknowledged these Articles of Incorporation this 30th day of April, 1998.


MARIE EUGENE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

Pursuant to chapter 48.091 of the Florida Statute, the following is submitted in compliance with said act:

I, MARIE EUGENE, INCORPORATOR

Desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named MARIE EUGENE, at 12143 N.W. 7th Ave., Miami, Florida 33168 as its agent to accept service of process within the 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 at:

Dated this 30th day of April, 1998


Registered Agent, Marie Eugene

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98 MAY -4 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA