

JUN-23-1998

9:28

EMPIRE CORP

305 541 3770 6/23/98

6/23/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

8:58 AM

((H98000011620 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: NUEVITAS CAFETERIA, INC.

AUDIT NUMBER.....H98000011620

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

CAPS Connect: 00:03:17

FILED

98 JUN 23 AM 11:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 6/23/98

JUN-23-1998 09:28

EMPIRE CORP

305 541 FILED 02/06

H98000011620

98 JUN 23 AM 11: 21

**ARTICLES OF INCORPORATION**

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NUEVITAS CAFETERIA, INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is:

**NUEVITAS CAFETERIA, INC.**

**ARTICLE II**

**Existence**

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

**ARTICLE III**

**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**PREPARED BY:**

Jeanette Hernandez-Suarez, Esquire  
10651 North Kendall Drive, Set 218  
Miami, FL 33176  
Phone (305) 596-1044  
Florida Bar No. 971235

H98000011620

H98000011620

**ARTICLE IV****Authorized Capital**

The corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

**ARTICLE V****Address**

The address of the principal office of the corporation, and its mailing address, is 7241 Coral Way, Miami, Florida 33155.

**ARTICLE VI****Registered Office and Agent**

The street address of the corporation's initial registered office is 10651 North Kendall Drive, Suite 218, Miami, Florida 33186. The name of the initial registered agent at such office is Jeanette Hernandez-Suarez, Esquire.

**ARTICLE VII****Directors**

The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have a single director. The name and address of the initial member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Melvin Moreno	7241 Coral Way Miami, Florida 33155

H98000011620

H98000011620

**ARTICLE VIII****Officers**

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

Melvin Moreno

President, Treasurer and Secretary

**ARTICLE IX****Indemnification**

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

H98000011620

JUN-23-1998 09:28

EMPIRE CORP

305 541 3770 P.05/06

H98000011620

**ARTICLE X**

Incorporator

The name and address of the incorporator of the corporation is Hernandez-Suarez & Associates, P.A., 10651 North Kendall Drive, Suite 218, Miami, Florida 33176.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22<sup>nd</sup> day of June 1998.

  
\_\_\_\_\_  
Jeanette Hernandez-Suarez

H98000011620

JUN-23-1998 09:29

EMPIRE CORP

305 541 3770 P.06/06

H98000011620

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

  
Jeanette Hernandez-Suarez

FILED

98 JUN 23 AM 11:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H98000011620