

8/24/98

P98000073985

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:28 PM

((H98000015788 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GIO CAFE, INC.

AUDIT NUMBER.....H98000015788

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

CERT. OF STATUS..0

PAGES..... 5

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

NUM

Connect: 00:01:31

FILED

98 AUG 24 AM 8:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ml 8/25/98

(5)

498000015788
ARTICLES OF INCORPORATION

FILED

Gio Cafe, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. Name. The name of the corporation is

Gio Cafe, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. 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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By: David S Hernandez
210 University Drive #502
Coral Springs, FL 33071
954-346-7288

498000015788

448000015788

ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 144 S.W. 8th Street, Miami, FL 33131 and the name of the initial register agent of this corporation at that address is Miguel J. Revello.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 2 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director(s) of this corporation

Are: Miguel J. Revello/Alvaro Gubert
144 S.W. 8th Street
Miami, FL 33131

ARTICLE IX. Officers. The initial officers of the corporation will be: Miguel J. Revello, President/Treasurer and Alvaro Gubert, Vice/President-Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Miguel J. Revello
144 S.W. 8th Street
Miami, FL 33131

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

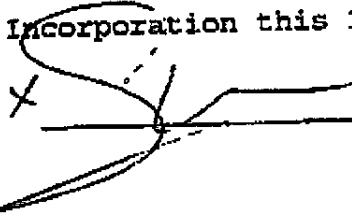
ARTICLE XIII. The Street address of the Principal place of business is: 144 S.W. 8th Street, Miami, FL 33131

498000015788

ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of June 1998

 (SEAL)

STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared, Miguel J. Revello known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 16th day of June 1998

NOTARY PUBLIC

My Commission Expires: _____

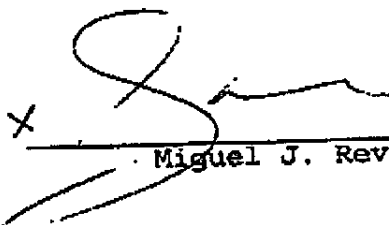
498000015788

498000015788

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
of Florida
Division of Corporations Department of State
Tallahassee, FL 32304

I, Miguel J. Revello do hereby consent to serve as registered
agent for the Corporation, Gio Cafe, Inc. this 16th day of
June, 1998.

X 
Miguel J. Revello

Address of registered agent:

144 S.W 8th Street
Miami, FL 33131

FILED
98 AUG 24 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

498000015788