

Charter Number Only

10/07/98  
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ATION  
ONLY

OFICINA MADRIGAL, INC

Requestor's Name

4160 WEST 16th AVE #210

Address

MIALEAH, FL 33012

City

State

ZIP

Phone

500002657315--9  
-10/07/98-01009-026  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

La Viena Bakery Inc.

DIVISION OF CORPORATION

98 OCT -7 AM 9:16

RECEIVED



Profit

( ) NonProfit

( ) Amendment

( ) Merger

( ) Foreign

( ) Dissolution

( ) Mark

( ) Limited Partnership

( ) Annual Report

( ) Other

( ) Reinstatement

( ) Reservation

( ) Change of Registered Agent



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TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HER ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

### ARTICLE I.-NAME-

THE NAME OF THIS CORPORATION IS : LA VIENA BAKERY INC.

### ARTICLE II. -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

### ARTICLE III. -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF BAKERY AND CAFETERIA, AND OTHERS SELL, RENT, LEASE CONVEY OR OTHERWISE ACQUIRE OR DISPOOSE OF OR ENCUMBER REAL ESTATE, REAL PROPERTY, CHATTELS REAL, CHOSEN IN ACTION, NOTE, BONDS, STOCKS, SECURITIES AND ANY INTEREST THEREIN FOR ITSELF OR FOR OTHERS. FULL POWER AND AUTHORITY TO DO ALLAND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINTMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

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**ARTICLES IV. -CAPITAL STOCK-**

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

**ARTICLES 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 OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRORATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLES VI. -INITIAL REGISTERED OFFICE & AGENT-**

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 3302 EAST 4TH AVENUE, HIALEAH FL. 33013 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: ALEX GONZALEZ

**ARTICLES VII. - INCORPORATION-**

THE NAME AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES ARE:

ALEX GONZALEZ  
19633 NW 82 PLACE  
MIAMI, FL. 33015

JOSEFA GONZALEZ  
19633 NW 82 PLACE  
MIAMI, FL. 33015

### **ARTICLE VIII. -BYLAWS-**

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS

### **ARTICLE IX. -RESTRICTIONS ON TRANSFERS OF STOCK-**

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND THE AMOUNTS SET OPPOSITE HER NAMES:

ALEX GONZALEZ, PRESIDENT,	----- 50% SHARES
JOSEFA GONZALEZ, SECRETARY, TREASURER	----- 50% SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

### **ARTICLES X. -CALLING OF SPECIAL MEETINGS-**

SPECIAL MEETING OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

### **ARTICLES XI. -SHAREHOLDER QUORUM & VOTING-**

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLED TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

**ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED-**

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKE AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

**ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS-**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE XIV. -POWERS-**

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

**ARTICLE XV. -MEETINGS BY TELEPHONE CONFERENCE-**

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

**ARTICLE XVI. -ACTION BY SHAREHOLDERS WITHOUT A MEETING-**

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

**ARTICLE XVII. -DIVIDENDS-**

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

**ARTICLE XVIII. -INDEMNIFICATION-**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XIX. -AMENDMENT-**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

**ARTICLE XX. -NOTICE-**

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OF HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS: 3302 EAST 4TH AVENUE, HIALEAH FL 33013

**ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS-**

THIS CORPORATION SHALL HAVE 2 DIRECTORS, THIER NAMES AND ADDRESSES ARE AS FOLLOWS:

ALEX GONZALEZ  
19633 NW 82ND PLACE  
MIAMI FL 33015

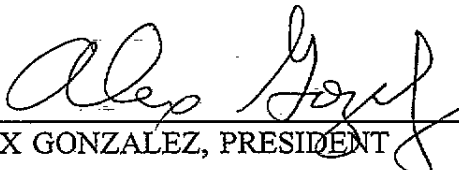
JOSEFA GONZALEZ  
19633 NW 82ND PLACE  
MIAMI FL 33015

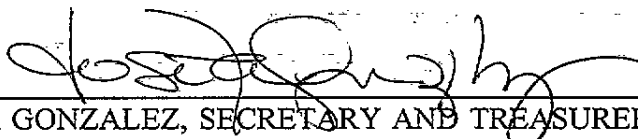
**ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS-**

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: **3302 EAST 4TH AVENUE, HIALEAH FL 33013**

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE TO THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS **05TH DAY OF OCTOBER, 1998.**

  
\_\_\_\_\_  
ALEX GONZALEZ, PRESIDENT

  
\_\_\_\_\_  
JOSEFA GONZALEZ, SECRETARY AND TREASURER

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST: THAT **LA VIENA BAKERY INC.**  
NAME OF CORPORATION

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF HIALEAH, STATE OF FLORIDA HAS NAMED **ALEX GONZALEZ** LOCATED AT **3302 EAST 4TH AVENUE HIALEAH, FL. 33013** ITS AGENT TO ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE

  
CORPORATE OFFICER

TITLE

PRESIDENT

DATE

10/05/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
RESIDENT AGENT

DATE

10/05/98

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