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Florida Department of State
Division of Corporations
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Fax Number : (850) 487-6013

From:

Account Name : EAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

O AND A SERVICES CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: O AND A SERVICES CORPORATION
REF: W98000023736

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FAX Aud. #: E98000019429
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CERTIFICATE OF INCORPORATION

OF

O AND A SERVICES CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, in order to form a Corporation for profit for the purpose hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation shall be: O AND A SERVICES CORPORATION

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

(a) This Corporation is organized with the purpose to engage in the RESTAURANT AND CAFETERIA business and all other lawful activities permitted under the laws of the State of Florida and the United States of America.

b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm association or corporation, town, city, country, state, territory or government.

Prepared by: Jose Arcas
11321 W. Flagler St
Miami, Fl 33174
305-221-3477

business necessary or incidental to the attainment of the objectives aforesaid Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any all things herein before set forth the same extent as natural person might or could do.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding any time shall be One thousand shares all of which shall be of \$10.00 par value and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in service or property at just valuation, to be fixed by the Director of this Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

The initial registered office of the corporation is: 1804 West 68th St. number 1 Hialeah, Fl 33014 and the initial registered agent at such address is: ALINA ALZAR

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The initial Post Office Address of the principal office of this corporation in the State of Florida is: 12342 SW 259 Terrace, Miami, Fl

33032

ARTICLE VII

This Corporation shall have ONE(1) director, initially. The number of directors may be increased or diminished from time to time, by law adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and officers of this Corporation, who shall hold office for the first year of its existence or until successors are elected and qualified, are as follow:

<u>ALINA ALZAR</u>	<u>PRESIDENT</u>	<u>12342 SW 259 Terrace Miami, Fl 33032</u>
(full name)	(title)	(address)

ARTICLE IX

The name and post office address of the subscriber to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid there-of, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>ALINA ALZAR, PRESIDENT</u>	<u>12342 SW 259 Terrace, Miami, Fl 33032</u>
(full name)	(address)

1,000 shares.

ARTICLE X

The management and control of the business of the Corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President, one or more Vice-President, a Treasurer, and a Secretary; one or more of said officers may hold one or more offices except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or execute any instrument in the capacity of more than one office.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII

~~In furtherance and not in limitation of the~~
Statutes the Board of Directors is expressly authorized:

- a) To adopt and amend the by-laws of this Corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.
- c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

STATE OF FLORIDA)
COUNTY OF DADE) SS

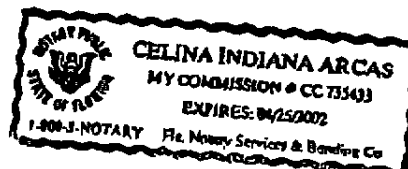
I HEREBY CERTIFY that on this day before me, Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared: ALINA ALZAR to me known or produced I.D., to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged to be subscribers to those Articles of Incorporation.

Alina Alzar

Sworn to and subscribed before me on this sixteen days of October, 1998.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



d) When and as authorized by the affirmative vote of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interest of the Corporation. IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this sixteen days of October, 1998.

 (SEAL)
President

STATE OF FLORIDA)
COUNTY OF DADE) SS

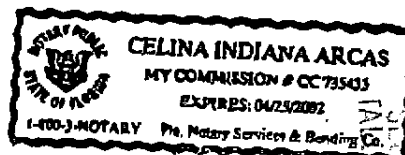
Before me, the undersigned authority, personally appeared ALINA ALZAR, to me known or produced I.D., to be the person described as the Resident Agent and Initial Registered Agent, as set forth in these Articles of Incorporation.

x Alina Alzar

Sworn to and subscribed before me on this sixteen day of October 1998.

Celina Arcas
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



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STATE OF FLORIDA
TALLAHASSEE