

10/29/98

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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: TOMY'S CAFE INC.

AUDIT NUMBER.....H98000020195

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

CERT. OF STATUS..0

PAGES.....6

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ARTICLES OF INCORPORATION

(6)

OF

TOMY'S CAFE INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons and competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be : TOMY'S CAFE INC.

ARTICLE II

Nature of Business

The general nature of business to be transacted by this corporation is retail selling of goods and any other activities or business permitted under the Laws of the United States and the State of Florida. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in other states and countries.

COMMERCIAL TAX SERV BY:  
Janet Vasallo, Public Accountant  
1212 SW 2 St. Miami FL 33135  
(305) 643-2482

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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EMPIRE CORPORATE KIT

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### ARTICLE III

#### Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 500 shares

### ARTICLE IV

#### Initial Capital

The amount of capital with this corporation will begin business is not less than five hundred dollars.

### ARTICLE V

#### Terms of Existence

This corporation is to exist perpetually.

### ARTICLE VI

#### Principal Place of Business

The initial street address in this state of the principal office of this corporation is 200 S.W. 12 Avenue in Miami, Florida 33130. In Dade County, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

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ARTICLE VII

Directors

This corporation shall have no less than two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII

Initial Directors

The name and street address of the members of the first Board of Directors are:

Tomas Rodriguez, President and Treasurer  
10090 N.W. 80 Court #1139  
Hialeah, Florida 33016  
SS# 590-35-7683

Carlos Garcia, Vice-President and Secretary  
8851 N.W. 119 Street #5214  
Hialeah, Florida 33018

ARTICLE IX

Subscribers

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

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<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Tomas Rodriguez	10090 NW 80 CT #1139 Hialeah, FL 33016	200 @	\$2= \$400
Carlos Garcia	8851 NW 119 Street #5214 Hialeah, FL 33016	200 @	\$2=\$400

ARTICLE X

Registered Agent

The initial registered office will be at 200 S.W. 12 Avenue Miami, Florida 33130 and the registered agent is Tomas Rodriguez.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provision of the said act relative to keeping open said office.

By:

T. Rodriguez  
Registered Agent  
Tomas Rodriguez

ARTICLE XI

Amendment

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 the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be made. IN WITNESS THEREOF.

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Flquez  
TOMAS RODRIGUEZ  
Carlos Garcia

STATE OF FLORIDA }  
COUNTY OF DADE } SS

I HEREBY CERTIFY that on this day, before me, a  
Notary Public duly authorized in the State and County named  
above, to take acknowledgments, personally appeared

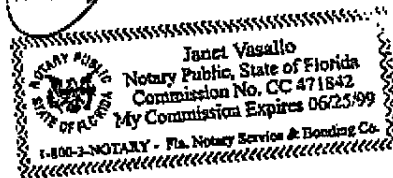
to me know to be the persons described as Subscribers in,  
and who executed the foregoing Articles of Incorporation,  
and acknowledged before me that they subscribed to those  
Articles of Incorporation.

WITNESS my hand and official seal in the County and

State named above, this 28 day of October, 1998

Jane Vasallo  
Notary Public

My Commission Expires:



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