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Date:

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## HOLD

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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known): Certified Copy Walk In Pick Up Time Mail Out Certificate of Status Will Wait Certificate of Good Standing RUSH Photocopy ARTICLES ONLY ALL CHARTER DOCS NEW FILINGS AMENDMENTS 255 Profit Amendment NonProfit Resignation of R.A. Officer/Director Certificate of FICTITIOUS NAME Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other FICTITIOUS NAME SEARCH Merger CORP SEARCH STOTHER FILINGS REGISTRATION/QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark JAN 07 1999 Ordered By:

**ARTICLES OF INCORPORATION** 

**OF** 

#### EURO RESTAURANT CONCEPTS, INC.

FILED

99 JAN - WAM 10: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

#### **ARTICLE I**

The name of this corporation is Euro Restaurant Concepts, Inc.

#### **ARTICLE II**

This corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

#### ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

#### **ARTICLE IV**

This corporation is authorized to issue 1,000 shares of one cent (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or service performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

#### **ARTICLE V**

The principal address of the corporation shall be 4199 North Federal Highway, Boca Raton, Florida, 33431.

#### **ARTICLE VI**

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Claudio Pedron Gerard Hascoat 4199 North Federal Highway Boca Raton, Florida, 33431

#### **ARTICLE VII**

The corporation may indemnify any present or former officer or director or person exercising power and duties of a director to the full extent now or hereafter permitted by law.

#### **ARTICLE VIII**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

#### **ARTICLE IX**

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

#### ARTICLE X

The name and address of the Incorporators to these Articles of Incorporation are:

#### Claudio Pedron Gerard Hascoat 4199 North Federal Highway Boca Raton, Florida, 33431

#### **ARTICLE XI**

The street address of the initial registered office of the corporation is 4199 North Federal Highway, Boca Raton, Florida, 33431, and the name of the initial registered agent of the corporation at that address is Claudio Pedron.

these Articles of Incorporation t	·, the his 5th	undersigned, as incorporators, hereby executes
•		Abudo fahan
		CLAUDIO PEDRON
		Juan Hascoar
		GERAND HASCOAT
STATE OF FLORIDA	)	V
COUNTY OF PALM BEACH	)	SS.

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared on this day, <u>Claudio Pedron</u>, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witnessed my hand and official seal this 5th day of January, 1999 in Boca Raton, Palm Beach County, Florida.

Notary Public, State of Florida

( ) Personally known or ( v) Produced Identification
Type of Identification: FL. Dri. Lic:# P365-100-50-372-0



STATE OF FLORIDA	)	
COUNTY OF PALM BEACH	)	SS.

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared on this day, <u>Gerard Hascoat</u>, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witnessed my hand and official seal this 5th day of January, 1999 in Boca Raton, Palm Beach County, Florida.

Notary Public, State of Florida

( ) Personally known or ( Produced Identification Type of Identification: FL. Dri. Lic # H230-280-48-089



### CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered

agent for said corporation.

Claudio Pedron Registered Agent

Dated: 1-5-99

99 JAN - LAM 10: 28
SECRETARY OF STATE