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TRANSMITTAL LETTER

01-25-99

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

700002757777

-01/28/99-01082-0167  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: HOT DOGS ETC... (INC.)

Enclosed please find an original and (1) copy of the articles of incorporation  
for the above corporation and check in the amount of \$ 78.75.

FROM: ELISA L. CISNEROS

HOT DOGS ETC...(INC.)  
10841 S.W. 75<sup>TH</sup> STREET  
MIAMI, FLORIDA 33173  
PHONE: (305) 270-7977

FILED  
99 JAN 28 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(1) XTRA COPY FOR A CERTIFIED.

Celia L. Danclagave  
AUTHORIZATION BY PHONE TO  
CORRECT Articles  
DATE 2/1/99  
DOC. EXAM. mm

**ARTICLES OF INCORPORATION  
OF  
HOT DOGS ETC... (INC.)**

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TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is **HOT DOGS ETC... (INC.)** the principal place of business and mailing address of the Corporation is 10841 s.w. 75<sup>th</sup> Street, Miami, Florida 33173.

**ARTICLE II  
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III  
PERMITTED ACTIVITY**

The Corporation may engage in the business of Fast Food Service permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be 1000 shares of voting common stock, having and individual par value of \$1.00.

**ARTICLE V  
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or option to subscribe purchase, or otherwise acquire such shares.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 1621 S.W. 14<sup>th</sup> Terrace, Miami, Florida 33135. The initial Registered Agent at that address is Alberto J. Ramos.

**ARTICLE VII  
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors, consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By Laws and and any Shareholders Agreement in effect.

The name and addresse of the member of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

**NAMES:**

**ADDRESSES:**

ELISA L. CISNEROS

10841 S.W. 75<sup>th</sup> Street  
Miami, Florida 33173

(PVST)

## **ARTICLE VIII INCORPORATOR**

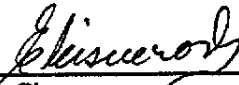
The name and address of the Incorporator is: Elisa L. Cisneros, 10841 S.W. 75<sup>th</sup> Street, Miami, Florida 33173.

## **ARTICLE IX INDEMNIFICATION**

Every person now or hereafter serving as a director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorney's fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

The undersigned Incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of January, 1999.

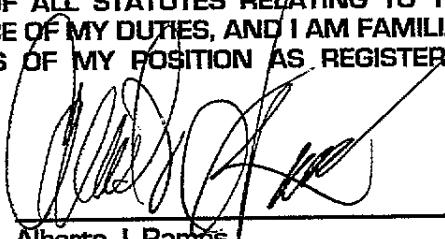
  
\_\_\_\_\_  
Elisa L. Cisneros  
Incorporator

## ACKNOWLEDGMENT

Pursuant to Section 607.034, Florida Statutes, having been named to accept service of process for HOT DOSG ETC...(INC.) at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.325, Florida Statutes.

The name and address of the Registered Agent and office is: Alberto J. Ramos, 1621 S.W. 14<sup>th</sup> Terrace, Miami, Florida 33135.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Alberto J. Ramos  
Registered Agent

Date 1-25-99

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TALLAHASSEE, FLORIDA