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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

CARLO'S INTERNATIONAL FOOD, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

CARLOS' INTERNATIONAL FOOD, INC.

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed corporation is:

CARLOS' INTERNATIONAL FOOD, INC.

ARTICLE II

This corporation shall have perpetual existence beginning on:

Date of incorporation.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

The principal place of business and mailing address of this corporation shall be:

3711 S. W. 47th Avenue, Davie, Florida

or at such other place as may later be designed by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The name of the initial registered agent of this corporation shall be:

MARIANNA MONTANARO

whose address shall be the address of the registered and principal office of this corporation.

JORGE E. BLANCO, P.A.  
1401 Ponce De Leon Blvd., #202  
Coral Gables, Florida 33134  
Telephone No.: (305) 444-0044  
Florida Bar: 197807

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**ARTICLE VII**

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 1 and not more than 4 as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

**ARTICLE VIII**

The names and street addresses of the first Board of Directors who subject to the provisions of these articles of incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

**DIRECTORS**

NAMES	ADDRESS
MARIANNA MONTANARO	<u>3711 S.W. 47<sup>TH</sup> AVENUE</u> <u>DAVIE, FLORIDA</u>

**ARTICLE IV**

The name and street address of each incorporator of this corporation is:

MARIANNA MONTANARO	<u>3711 S.W. 47<sup>TH</sup> AVENUE</u> <u>DAVIE, FLORIDA</u>
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**ARTICLE X**

The By-Laws of this Corporation may be created, amended, or changed by either the Stockholders or the Directors at any regular or duly scheduled special meeting.

**ARTICLE XI**

This Corporation shall have, in addition to a President, Vice-President, Secretary and Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its By-Laws. A failure to elect a president, a secretary or a treasurer shall not affect the existence of the corporation.

**ARTICLE XII**

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

**ARTICLE XIII**

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with or resulting from any action, suit, or proceedings, of whatever nature, to which he is or shall be made a part by reason of his being or having been a Director of the corporation, (whether or not he is a Director of the Corporation at the time he is



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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That **CARLOS' INTERNATIONAL FOOD, INC.**, desiring to organize under the laws of the State of Florida, and with its principal office, as indicated in the Articles of Incorporation at the City of Davie, County of Broward, State of Florida, has named **MARIANNA MONTANARO**, located at 3711 S.W. 47<sup>TH</sup> Avenue, Davie, State of Florida, as its Agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: *M. Montanaro*  
**MARIANNA MONTANARO, REGISTERED AGENT**

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