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**FLORIDA PROFIT CORPORATION OR P.A.**

**BAYSHORE BISTRO, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
BAYSHORE BISTRO, INC.**

The undersigned, acting as incorporator of BAYSHORE BISTRO, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME AND PRINCIPAL CORPORATE ADDRESS**

The name of the Corporation is:

**BAYSHORE BISTRO, INC.**

The principal corporate address of this Corporation is:

**905 Bayshore Drive, Suite 2CL21  
Miami, Florida 33131**

**ARTICLE II  
NATURE OF BUSINESS**

The purpose or purposes for which this Corporation is organized is to transact any or all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes, including but not limited to the restaurant business.

**ARTICLE III  
AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 1000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued

This instrument was  
Prepared by:

Joaquin N. Fernandez, Esq.  
495 Biltmore Way, Suite 206  
Coral Gables, Florida 33134  
Tel: (305) 441-0333; Fax: (305) 441-9955  
Florida Bar No. 229180

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for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV**  
**TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

**495 Biltmore Way, Suite 206  
Coral Gables, Florida 33114**

The name of the initial registered agent of this Corporation at that address shall be:

**HECTOR MARTINEZ**

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have three (3) director (s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

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**ARTICLE VII  
DIRECTORS AND OFFICERS  
NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the First Board of Directors and initial officers of the corporation who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

**NAMES**

**STREET ADDRESS**

Marlene Londono  
President

905 Bayshore Drive, Suite 2CL21  
Miami, Florida 33131

Beatriz Rasse  
Vice President

905 Bayshore Drive, Suite 2CL21  
Miami, Florida 33131

Hector Martinez  
Secretary

495 Biltmore Way, Suite 206  
Coral Gables, Florida 33114

**ARTICLE VIII  
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

**NAME**

**STREET ADDRESS**

Hector Martinez

495 Biltmore Way, Suite 206  
Coral Gables, Florida 33114

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**ARTICLE IX**  
**SPECIAL PROVISIONS**

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholder and directors, are adopted as part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribed reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article III to any other person, or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignments.

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4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or person, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the corporation or any subsidiary or controlled company.

5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer

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or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1993 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 6 shall include the authority to establish the payment of bonuses, stock options, pensions and profit sharing plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation this 22<sup>nd</sup> day of April, 1999.

  
INCORPORATOR

This instrument was  
Prepared by:

Joaquin N. Fernandez, Esq.  
493 Biltmore Way, Suite 206  
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Tel: (305) 441-0333; Fax: (305) 441-9955  
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**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, **BAYSHORE BISTRO, INC.** having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 495 Biltmore Way, Suite 206, Coral Gables, Florida 33114 has named Hector Martinez, located thereat as its registered agent to accept service of process within this State.

  
INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
HECTOR MARTINEZ  
REGISTERED AGENT

This instrument was  
Prepared by:

Joaquin N. Fernandez, Esq.  
495 Biltmore Way, Suite 206  
Coral Gables, Florida 33134  
Tel: (305) 441-0333; Fax: (305) 441-0955  
Florida Bar No. 229180

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