

990000041142

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Z-Teca of Florida, Inc.

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CLERK OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: AS 5/6/99 10:28
Name Date Time

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☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
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____ UCC 11 Retrieval _____
____ Courier _____

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R. Purinton MAY - 6 1999

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
Z-TECA OF FLORIDA, INC.

PREAMBLE

The undersigned does hereby associate under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

Z-TECA OF FLORIDA, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

9200 S. Dadeland Blvd., Suite 705
Miami, Florida 33156

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) Engaging in any and all phases of the business of owning, operating, managing and franchising restaurants specializing in fast service and Mexican cuisine;

(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of one million (1,000,000) shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of no less than one (1) nor more than eleven (11) Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Louis J. Risi, Jr.	9200 S. Dadeland Blvd., Suite 705 Miami, Florida 33156
Steven L. Risi	9200 S. Dadeland Blvd., Suite 705 Miami, Florida 33156

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, Z-TECA of Florida, Inc., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Miami-Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBERS

The name and residence address of the Subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles P. Sacher	2655 LeJeune Road, Suite 1101 Coral Gables

ARTICLE XI

SCOPE OF ARTICLES

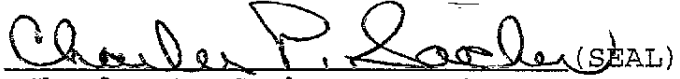
The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 27th day of April, 1999, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

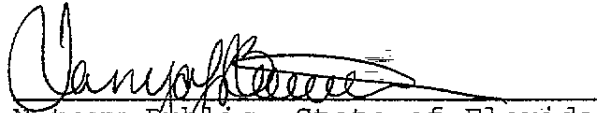
WITNESS my hand and seal this 27th day of April, 1999.


Charles P. Sacher (SEAL)

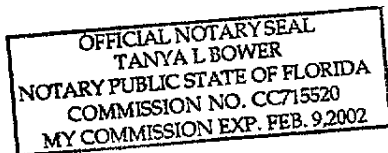
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Charles P. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 27th day of April, 1999.


Notary Public, State of Florida
at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for Z-TECA OF FLORIDA, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

Charles P. Lach (SEAL)
Registered Agent

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