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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## FLORIDA PROFIT CORPORATION OR P.A.

el placeteno restaurant-cafeteria, inc.

The Placeteno Restaurant-Cafeteria,  
Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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**FLORIDA DEPARTMENT OF STATE****Katherine Harris**  
Secretary of State

September 7, 1999

EMPIRE

SUBJECT: EL PLACETENO RESTAURANT-CAFETERIA, INC.  
REF: W99000020572

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE VIII SPELLING OF DIRECTOR NAME.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document SpecialistFAX Aud. #: E99000022338  
Letter Number: 899A00044137

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ARTICLES OF INCORPORATION

OF

EL PLACETENO RESTAURANT-CAFETERIA, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

EL PLACETENO RESTAURANT-CAFETERIA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This corporation is organized for the following purposes:

- a) Restaurant-Cafeteria and general merchandise.
- b) To purchase, sell, all of those items relative to the retail of cafeteria and restaurant, personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as broker, agent or factor.
- c) In the purchase, sell at retail or wholesale or acquisition of general merchandise, business rights or franchise, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by merchandise, mortgage, pledge or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

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d) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

#### ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation and, at same time its mailing address shall be 2339 N. W. 7th Street, Miami, County of Dade, Florida 33125, and the name of the initial registered agent is ARMANDO M. VALDES.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the BY-LAWS. The name and address of the initial director of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

##### NAME

ARMANDO M. VALDES  
Pres.-Sec.-Treas.

##### ADDRESS:

2339 N. W. 7TH STREET  
Miami, Florida 33125

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ARTICLE IX - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agree to take and the value of the consideration therefor is:

| <u>NAME</u>                      | <u>ADDRESS</u>                             | <u>SHARES</u> | <u>CONSIDERATION</u> |
|----------------------------------|--|---------------|----------------------|
| ARMANDO M. VALDES<br>Stockholder | 2339 N. W. 7TH STREET<br>Miami, Fla. 33125 | 100           | \$ 100.00            |

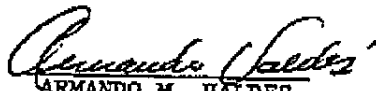
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness.

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th of August, 1999.

  
ARMANDO M. VALDES  
Pres.-Sec.-Treasur.

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STATE OF FLORIDA )  
                           )SS  
 COUNTY OF DADE )

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared ARMANDO M. VALDES, 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 execute- those Articles of Incorporation.

N WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of the month of August, 1999.



*[Signature]*  
 NOTARY PUBLIC  
 State of Florida at Large

MY COMMISSION EXPIRES:

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR EL PLACETENO RESTAURANT-CAFETERIA, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED THIS 25TH DAY OF AUGUST, 1999.

*[Signature]*  
 ARMANDO M. VALDES  
 RESIDENT AGENT

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