

A. J. AGOSTINI, C.P.A., P.A.

Certified Public Accountant

Suite 106

1320 N. Semoran Blvd. ~ Orlando, FL 32807-3500

Phone: (407) 249-1717 ~ Fax: (407) 249-1717

P99000098338

TRANSMITTAL LETTER

October 26, 1999

Date

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400003039204--3

-11/09/99--01001--003

*****70.00 *****70.00

400003039204--3

*****70.00 *****70.00

SUBJECT:

FLORES, INC.

(Proposed corporate name -- must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

X \$70.00

Filing Fee

 \$78.75

Filing Fee
& Certificate

From:

A. J. AGOSTINI, C.P.A., P.A.

Name

1320 N. SEMORAN BLVD. STE. 106

Address

ORLANDO, FL 32807-3500

City, State & Zip

(407) 249-1717

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -8 AM 9:59

FILED

ARTICLES OF INCORPORATION
FOR
FLORES, INC.

FILED
99 NOV - 8 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I ~ NAME:

The name of the corp. shall be:

FLORES, INC.

ARTICLE II ~ DURATION:

This corporation shall have perpetual existence commencing on the date of the Articles with the Department of State.

ARTICLE III ~ PURPOSE:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes and operation of a food franchise.

ARTICLE IV ~ INITIAL OFFICE:

The principal place of business shall be:

13645 Crystal River Drive
Orlando, FL 32828-8448

The mailing address shall be:

13645 Crystal River Drive
Orlando, FL 32828-8448

ARTICLE V ~ CAPITAL STOCK:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE VI ~ INITIAL REGISTERED AGENT AND ADDRESS:

The name and Florida street address of the initial registered agent is:

Carmen Flores
13645 Crystal River Drive
Orlando, FL 32828-8448

ARTICLES OF INCORPORATION
FOR

FLORES, INC.
(Continued)

ARTICLE VII ~ PRE-EMPTIVE 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 the issuance of fractional shares) at the price at which it is offered to others.

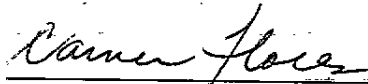
ARTICLE VIII ~ INITIAL BOARD OF DIRECTORS & INCORPORATORS:

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director. The name and address of the initial Directors and the Incorporators signing these papers are:

PRESIDENT/SECRETARY:

CARMEN FLORES

13645 CRYSTAL RIVER DRIVE
ORLANDO, FL 32828-8448



- October 26, 1999

Signature/Incorporator

Date

VICE PRESIDENT/TREASURER:

MONSERRATE FLORES

13645 CRYSTAL RIVER DRIVE
ORLANDO, FL 32828-8448



- October 26, 1999

Signature/Incorporator

Date

ARTICLE IX ~ INDEMNIFICATION:

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X ~ AMENDMENTS:

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the stockholders is subject to this reservation.

ARTICLES OF INCORPORATION
FOR
FLORES, INC.
(Continued)

ARTICLE XI ~ SPECIAL PROVISIONS:

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officer to accomplish compliance.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: FLORES, INC.
2. The name and address of the registered agent and office is:

CARMEN FLORES
13645 CRYSTAL RIVER DRIVE
ORLANDO, FL 32828-8448

SIGNATURE:

TITLE:

DATE:

Carmen Flores

PRESIDENT

October 26, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -8 AM 9:59

FILED

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

DATE:

Carmen Flores

October 26, 1999