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LAW OFFICES

BOBO, SPICER, CIOTOLI, FULFORD  
BOCCHINO, DEBEVOISE & LE CLAINCHE

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ANTHONY P. CORSINI  
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November 22, 1999

99 NOV 24 PM 1:40  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
SYDNEY OSTSTEIN  
ADMINISTRATOR PARALEGAL  
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300 TURNER STREET  
CLEARWATER, FLORIDA 33756  
TELEPHONE (727) 443-6663

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: *Articles of Incorporation for  
Baldo-Jibaja, Inc.*

700003054067--1  
-11/24/99--01053--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced entity, along with a check in the amount of \$78.75 representing payment for the filing fee and a certified copy of the Articles of Incorporation. Please file the Articles of Incorporation and return the certified copy to the undersigned in the enclosed envelope. Thank you for your assistance in this matter.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

*MDB*  
MICHAEL D. BURT

MDB/asb  
Enclosures  
cc: Adela Baldo w/o enclosure  
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F. CHESNIN DEC 1 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**BALDO-JIBAJA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation adopts these articles to form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be BALDO-JIBAJA, INC., located at 1912 19th Lane, Palm Beach Gardens, FL 33418.

**ARTICLE II - PURPOSE**

The corporation is formed to engage in the restaurant and/or hospitality business and is authorized to engage in any and all lawful business in the State of Florida. In addition, the corporation may invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the conduct of the business of the corporation.

**ARTICLE III - TERM OF EXISTENCE**

The corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Department of State of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The capital stock of the corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

#### **ARTICLE V - REGISTERED AGENT OFFICE AND AGENT**

The address of the initial registered office of this corporation is 222 Lakeview Avenue, Esperanté - Suite 600, West Palm Beach, Florida, 33401. The name of the initial registered agent is Michael D. Burt, Esq.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of three (3) members. The names and addresses of the members of the Board of Directors are:

ADELA BALDO, 1912 19th Lane, Palm Beach Gardens, FL 33418  
CESAR JIBAJA, 1124 11th Terrace, Palm Beach Gardens, FL 33418  
NANCY VARGAS, 1124 11th Terrace, Palm Beach Gardens, FL 33418

#### **ARTICLE VII - SUBSCRIBERS**

The name and address of the person signing these Articles of Incorporation as subscriber is:

ADELA BALDO

#### **ARTICLE VIII - RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of any such stock. No shareholder of the corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

**ARTICLE IX - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

**IN WITNESS WHEREOF** the undersigned subscriber has executed these Articles of Incorporation on the 17 day of November, 1999.

Adela Baldo  
ADELA BALDO

STATE OF FLORIDA

COUNTY OF PALM BEACH

**BEFORE ME** the undersigned authority on this the 17<sup>th</sup> day of November, 1999, personally appeared ADELA BALDO, who is personally known to me, and who acknowledged to and before me that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

**WITNESS** my hand and official seal in the County and State aforesaid, the year and date last written.



DIANA M MANNO  
My Commission CC550142  
Expires Apr. 24, 2000

Diana Manno  
Notary Public State of Florida

(SEAL)

**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - - BALDO-JIBAJA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN PALM BEACH GARDENS, FLORIDA, HAS NAMED MICHAEL D. BURT, ESQ. RESIDENT AGENT, LOCATED AT 222 LAKEVIEW AVENUE, ESPERANTÉ, SUITE 600, WEST PALM BEACH, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

DATED this 17 day of November, 1999.

Adela Baldo  
ADELA BALDO, PRESIDENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF REGISTERED AGENT**

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

DATED November, 18<sup>th</sup>, 1999.

Michael D. Burt  
MICHAEL D. BURT, ESQ., REGISTERED AGENT