

P030000093066

Division of Corporations

Florida Department of State
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((H03000258250 7)))

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From:

Account Name : PATTERSON, BOND & LATSHAW, P.A.
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FILED
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TALLAHASSEE, FLORIDA
STATE

FLORIDA PROFIT CORPORATION OR P.A.

Atlantic Beach Diner, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 22, 2003

PATTERSON, BOND & LATSHAW, P.A.

SUBJECT: ATLANTIC BEACH DINER, INC.
REF: W03000023954

*90-days
- admin: 1 yr
- art 7 - no name
for director
Dis. Oct 4, 2002*

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.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Place the designated Director's name in Article VII.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

FAX Aud. #: H03000258250
Letter Number: 603A00047649

*Beaches Diner of
Atlantic Beach, Inc
1. choose other name
or
2. reinstat
- talk to Acct. to
see if you
can*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 25, 2003

PATTERSON, BOND & LATSHAW, P.A.

SUBJECT: ATLANTIC BEACH DINER, INC.
REF: W03000024079

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.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

FAX Aud. #: H03000258250
Letter Number: 803A00047832

AFFIDAVIT

Personally appeared before the undersigned attesting officer, authorized by law to administer oaths, Barry L. Adeeb, who after first being duly sworn deposes and state that he is competent to give this Affidavit, that he has personal knowledge of the facts contained herein and the that same are true and correct.

1.

I am shown as the Director of Atlantic Beach Diner, Inc., a corporation filed with the Florida Department of State on April 17, 1997.

2.

The corporation was administratively dissolved on October 4, 2002.

3.

I have no intention of reinstating this corporation, therefore, I release the name for use by other entities.

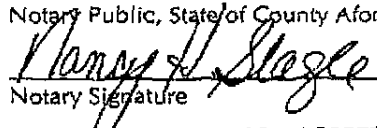
Dated this 20th day of August 2003.

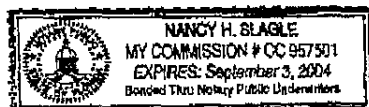

Barry L. Adeeb, Director

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 20th day of August, 2003, by Barry L. Adeeb. He is personally know to me or has produced _____ as identification.

Notary Public, State of County Aforesaid


Notary Signature



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ARTICLES OF INCORPORATION
OF
ATLANTIC BEACH DINER, INC.

FILED
03 AUG 25 PM 8:54
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: Corporate Name. The name of the corporation is ATLANTIC BEACH DINER, INC.

ARTICLE II: Corporate Existence. The corporation shall exist in perpetuity commencing as of the execution of these Articles.

ARTICLE III: Corporate Purpose. The corporation is organized for the purpose of the manufacture and sale of a waist belt to be worn for abdomen reduction and weight loss and for any and all lawful business allowed under the State of Florida or the United States of America.

ARTICLE IV: Authorized Stock. The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 each.

ARTICLE V: Initial Registered Office and Agent. The street address of the initial registered officer of the corporation is 3010 South Third Street, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent at that address of this corporation is Patterson Bond & Laishaw, P.A..

ARTICLE VI: Principal Place of Business. The principal place of business of this corporation shall be: 501 Atlantic Blvd, Atlantic Beach, Florida 32233.

ARTICLE VII: Board of Directors. This corporation shall have one (1) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Barry L. Adeeb
501 Atlantic Blvd
Atlantic Beach, Fl 32233

ARTICLE VIII: Incorporator. The name and address of the person signing these Articles is Barry L. Adeeb, 501 Atlantic Blvd, Atlantic Beach, Fl 32233.

ARTICLE IX: Power to Amend. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

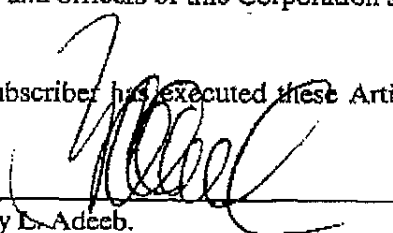
ARTICLE X: Corporate Reservations. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLE XI: Preemptive rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII: Indemnification. Directors and officers of this Corporation shall be indemnified to the fullest extent permitted by law.

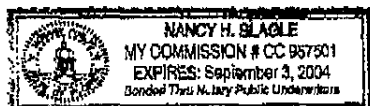
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of August, 2003.

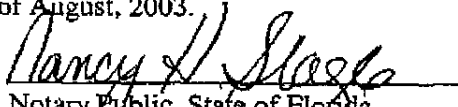

Barry L. Adeeb.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Barry L. Adeeb, personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 20th day of August, 2003.

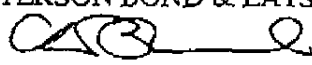



Nancy H. Slagle
Notary Public, State of Florida
My Commission Expires:

HAVING BEEN NAMED to accept service of process for Atlantic Beach Diner, Inc., at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

DATED this 20th day of August, 2003.

PATTERSON BOND & LATSHAW, P.A.

By: 
C. Guy Bond, Esq..