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FILED  
56 APR 10 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 9, 1996

FEDERAL EXPRESS DELIVERY  
(904) 488-9000

Secretary of State  
State of Florida  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32314

900001775499  
-04/10/96--01058--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation - BEMS Restaurant Corp.

Dear Sirs:

Enclosed herewith please find one original and one copy of the Articles of Incorporation for the above-referenced corporation. In addition, our trust account check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total:	\$122.50

Please file the original Articles of Incorporation with the Secretary of State and return the copy certified to the undersigned in the enclosed envelope.

Thank you for your prompt attention to this matter and please do not hesitate to contact me if you have any questions.

Sincerely yours,

*Judy A. Speakman*

Judy A. Speakman, Secretary to  
Richard R. Ellington, Esq.

:jas  
Encls.

*PA 4/16/96*

**FILED**

96 APR 10 PM 12:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**BEMS RESTAURANT CORP.**

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby acts with the purpose of forming a Corporation for profit under the laws of the State of Florida, and for these purposes, do adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is BEMS Restaurant Corp.

**ARTICLE II**

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

To operate a restaurant business and to engage in business for any lawful purpose or purposes not specifically forbidden by the laws of the State of Florida; the intention is that none of the objects and powers here and above as specified and clauses contained in this Article, except where otherwise specified in this Article in no way shall be limited or restricted by reference from the terms of any other objects, powers or clauses of this Article or any other Article of this certificate, but that the objects and powers specified in each of the clauses of this Article shall be regarded as independent objects and powers.

### **ARTICLE III**

The duration of this Corporation shall be perpetual.

### **ARTICLE IV**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be One Hundred (100) shares of Common Stock at a par value of One Dollar (\$1.00) per share. The stock, (including Treasury Shares) may be paid for by cash or other property, tangible, or by labor or services actually performed for the Corporation, but neither promissory notes nor future services shall constitute payment or part payment for the issuance of stock; provided, however, the Board of Directors of the Corporation shall, except when the stock issuance is for cash, determine and establish by appropriate resolution the value of property, labor or services prior to the issuance of stock for property, labor or services.

### **ARTICLE V**

The initial post office address of the principle offices of this Corporation in the State of Florida is: 4230 Sugar Pine Drive, Boca Raton, Florida 33487.

### **ARTICLE VI**

The Registered Agent for this Corporation is: Soteris Kyrkostas, and the registered office is: 4230 Sugar Pine Drive, Boca Raton, Florida 33487.

### **ARTICLE VII**

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by a vote of four-fifths (4/5) of the

stockholders, but shall never be less than one (1) director.

#### ARTICLE VIII

The initial directors and post office address is:

<u>Name</u>	<u>Address</u>
Soteris Kyrkostas	4230 Sugar Pine Drive Boca Raton, Florida 33487
Marla Lynn Germanakos	4230 Sugar Pine Drive Boca Raton, Florida 33487
Gus Kyrkostas	3230 South Ocean Blvd. Palm Beach, Florida 33480

#### ARTICLE IX

The names and addresses of the Incorporator is:

<u>Name</u>	<u>Address</u>
Soteris Kyrkostas	4230 Sugar Pine Drive Boca Raton, Florida 33487

#### ARTICLE X

No stockholder of this Corporation, except as otherwise provided herein, shall sell, assign, or otherwise transfer or dispose of, including by testamentary disposition or, if there is no will, by intestate succession in, any or all of his shares of stock of this Corporation until he or his personal representatives have first offered the same to the Corporation, which shall have thirty (30) days from the date of such offering in which to purchase shares at a price which is equal to the value of the shares being purchased as established by the books of the Corporation, as of the close of business, at the end of

the last calendar month prior to the offering by the stockholder to sell to the Corporation.

In the event the Corporation shall elect not to purchase said stock, or shall fail to exercise its right to purchase within the thirty (30) day period, then such stockholders shall offer said stock to the other stockholders in like proportion as the holdings of the remaining stockholders then stand on the books of the Corporation, and such stockholders shall have a period of thirty (30) days from the date of such offer in which to purchase such shares at a price determined in the manner set forth above.

In the event the Corporation and the stockholders elect not to purchase the stock offered to them pursuant to this Article within the time period set forth herein, the stockholder desiring to sell his shares may do so free and discharged of the obligation of this Article.

The foregoing provisions of this Article shall not apply to sale, assignment or other transfer or by testamentary disposition or intestate succession of shares of stock by one stockholder or stockholders to another stockholder or stockholders.

#### **ARTICLE XI**

The officers of this Corporation shall be a President, one or more Vice-Presidents, Secretary, Treasurer and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

The names of the officers who are to manage the affairs of the Corporation until

the first election are:

SOTERIS KYRKOSTAS

PRESIDENT

MARIA LYNN GERMANAKOS

SECRETARY/TREASURER

## ARTICLE XII

No contract or other transaction between this Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a member, director or directors, or are members, directors or officers, of such other firms, associations or corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interest in any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, account or transaction of this Corporation with any person, firms, associations or corporation shall be affected or invalidated by the fact that any director or directors of this Corporation is or are hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firms, associations or corporation in which he may in any way be interested in any wise; the directors, when so interested, shall be counted as to authorizing, approving, or ratifying such contract or transaction only if: (a) the Board of Directors which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested directors; or (b) the contract or transaction is fair and reasonable as to the Corporation at the time it is

authorized by the Board of Directors.

#### **ARTICLE XIII**

It is hereby expressly provided that this Corporation shall indemnify any and all of its directors or officers, or former directors or officers, or any persons who may have served at its request as a director or officer of another corporation in which this Corporation owns shares of capital stock, or of which it is a creditor, against expenses actually or necessarily incurred by them, or any of them, in connection with the defense of any action, suit or proceeding to which they, or any of them, are made parties or a party by reason of being, or having been directors or officers of this Corporation or such other corporation, except in relation to matters as to which any such director or officer shall be adjudged in any action, suit or proceeding to be liable for any act of bad faith or misconduct in the performance of duty. The foregoing right to indemnify shall include reimbursement of the amounts and expenses paid in settling any cash action, suit or proceeding when settlement appears to be in the interest of the Corporation.

#### **ARTICLE XIV**

The Corporation, in order to carry out its purposes, shall have, except as otherwise limited by these Articles of Incorporation or by any subsequent By-Laws of the Corporation, as they may each be amended from time to time, all the powers from now as are hereinafter granted to it by the laws of the State of Florida.

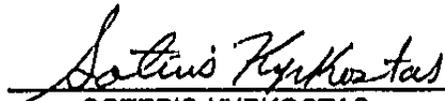
#### **ARTICLE XV**

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them

to the stockholders, and approved at a stockholders' meeting by unanimous vote.

**ARTICLE XVI**

IN WITNESS WHEREOF, I, the undersigned have executed these Articles of Incorporation this 5<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
SOTERIS KYRKOSTAS,  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared SOTERIS KYRKOSTAS as Incorporator, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:

OFFICIAL NOTARY SEAL  
JUDY A SPEAKMAN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC362486  
MY COMMISSION EXP. APR. 20, 1998

**CERTIFICATE OF AGENT FOR SERVICE OF PROCESS  
FOR BEMS RESTAURANT CORP.**

**FILED**

96 APR 10 PM 12:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida General Corporation Act, Chapter 607, the following is submitted  
In compliance with said Act.

FIRST, that BEMS Restaurant Corp., desiring to organize under the laws of the State of Florida, with its principal office at 4230 Sugar Pine Drive, Boca Raton, Florida 33487, has named Soteris Kyrkostas, located at 4230 Sugar Pine Drive, Boca Raton, Florida 33487, as its agent to accept service of process within this State.

**A C K N O W L E D G E M E N T**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept and agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Soteris Kyrkostas  
SOTERIS KYRKOSTAS,  
REGISTERED AGENT

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared SOTERIS KYRKOSTAS, as Registered Agent, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5<sup>th</sup> day of April, 1996.

Judy Speakman  
NOTARY PUBLIC  
My Commission Expires:

RRE876.ART

