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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 22 PM 3:05

**TRANSMITTAL LETTER**

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

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-01/22/98--01080--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: GERMAN BREAD AND WINE BOUTIQUE, INC.

Enclosed are an original and one copy of the Articles of Incorporation, a Designation and Acceptance of Registered Agent for a Florida Corporation and a check for:

\$78.75                      Filing Fee & Certificate

FROM:                      JILL T. RAFILOVICH, P.A.  
1747 VAN BUREN STREET, SUITE 940  
HOLLYWOOD, FL 33020  
PH (954) 921-7877  
FAX (954) 921-0842

**ARTICLES OF INCORPORATION  
OF  
GERMAN BREAD AND WINE BOUTIQUE, INC.**

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I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - Name and Address

The name and address of this Corporation is:

GERMAN BREAD AND WINE BOUTIQUE, INC.  
100 SE 1<sup>ST</sup> AVE. #136  
FORT LAUDERDALE, FL 33301

ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - Purpose

This Corporation is organized for the following purposes: This corporation may engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - Capital Stock

The maximum number of shares this corporation is authorized to issue is TWO HUNDRED (200) shares of ONE DOLLAR (\$1.00) par value common stock, all of which shall be, designated "Common Shares." All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V - Initial Capital

The amount of capital with which this Corporation will begin business is TWO HUNDRED DOLLARS (\$200.00.)

ARTICLE VI -Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as which he already holds, shall have the right to purchase this pro rata 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 set address of the initial registered office of this Corporation is: GERMAN BREAD AND WINE BOUTIQUE, INC., 100 SE 1<sup>ST</sup> AVE. # 136, FORT LAUDERDALE, FL 33301, and the name of the Initial Registered Agent of this Corporation at that address is RUDI POLLAK.

ARTICLE VIII - Directors

The initial Board of Directors of this Corporation shall have THREE (3) Directors. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than ONE (1). The names and address of the Directors of the Corporation are:

RUDI POLLAK	100 SE 1 <sup>ST</sup> AVE. #136 FT. LAUDERDALE, FL 33301
STEPHANIE SCHOMAKER	100 SE 1 <sup>ST</sup> AVE. #136 FT. LAUDERDALE, FL 33301
RENATE SCHOMAKER	100 SE 1 <sup>ST</sup> AVE. #136 FT. LAUDERDALE, FL 33301

ARTICLE IX – Officers

The name and address of the President, Vice President, Secretary, and Treasurer who shall hold office unless successors are elected, appointed, or have qualified are:

RUDI POLLAK PRESIDENT/TREASURER	100 SE 1 <sup>ST</sup> AVE. #136 FT. LAUDERDALE, FL 33301
STEPHANIE SCHOMAKER VICE PRESIDENT	100 SE 1 <sup>ST</sup> AVE. #136 FT. LAUDERDALE, FL 33301
RENATE SCHOMAKER SECRETARY	100 SE 1 <sup>ST</sup> AVE. #136 FT. LAUDERDALE, FL 33301

ARTICLE X - Incorporator

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

RUDI POLLAK PRESIDENT	100 SE 1 <sup>ST</sup> AVE. #136 FT. LAUDERDALE, FL 33301
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ARTICLE XI - Indemnification

The Corporation shall have the power to indemnify any officer or director.

ARTICLE XII -By -Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII - Restrictions on Transfer of Stock

The shares of capital stock of this Corporation shall be issued initially to the following person in the amount set opposite his name.

RUDI POLLAK	100 Shares
STEPHANIE SCHOMAKER	50 Shares
RENATE SCHOMAKER	50 Shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to the other person unless such shares are first offered to the remaining shareholders of the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold and shall be further specified by written agreement between all the shareholders of this Corporation.

ARTICLE XIV - Calling of Special Meetings

Special meetings of shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

ARTICLE XV - Shareholder Quorum and Voting

FIFTY -ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XVI - Management of Corporation by Directors

All corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

ARTICLE XVII - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

ARTICLE XVIII - Director Quorum and Voting

ONE HUNDRED PERCENT (100%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the directors present shall be the act of the Board of Directors.

FROM : JILL T. RAFILEDITCH, P.A.

PHONE NO. : 9549210842

Jan. 15 1998 10:51AM P

ARTICLE XIX - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XX - Action by Directors without a Meeting

The Directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XXI - Significant Transactions

There must be Shareholder approval for any significant transactions including mergers, share exchanges, sales of assets, purchases of equipment, mortgaging of assets, and dissolution of the corporation.

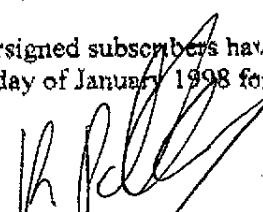
ARTICLE XXII - Dividends

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XXIII - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders at a meeting by majority of stock entitled to vote herein.

The undersigned subscribers have executed these Articles of Incorporation at Hollywood, Florida this 15th day of January 1998 for the uses and purposes aforesaid.

  
\_\_\_\_\_  
RUDI POLLAK, Subscriber and Registered Agent

  
\_\_\_\_\_  
STEPHANIE SCHOMAKER, Subscriber

  
\_\_\_\_\_  
RENATE SCHOMAKER, Subscriber

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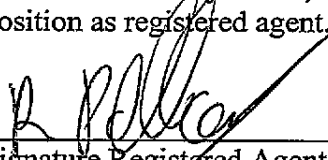
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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: GERMAN BREAD AND WINE BOUTIQUE
2. The name and address of the registered agent and office is:

RUDI POLLAK  
100 SE 1 AVE. # 136  
FORT LAUDERDALE, FL 33301

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 obligations of my position as registered agent.

  
\_\_\_\_\_  
Signature Registered Agent

1-15-98  
\_\_\_\_\_  
Date