

P99000044530

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CEKW Restaurants, Inc

800002876818--4

-05/17/99--01014--017

\*\*\*\*\*78.75 \*\*\*\*\*78.75

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

FILED  
1999 MAY 17 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

99 MAY 17 AM 10:22

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name

Date

Time

S/17 9:27

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

MAY 17 1999

FILED

1999 MAY 17 AM 11: 34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

OF

*CEKW*  
~~CKW~~ RESTAURANTS, INC.

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is: CEKW RESTAURANTS, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS.**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK.**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock having no par value per share.

**ARTICLE IV. TERM OF EXISTENCE.**

This Corporation shall have perpetual existence, commencing upon the filing of these articles with the Department of State.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

JUDD ARONOWITZ  
1111 LINCOLN ROAD SUITE 802 MIAMI BEACH FL. 33139

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VI. BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE VII. INITIAL DIRECTOR.**

The name of the director of this Corporation and his street address is as follows:

CLARE ELLEN KELLY WARDEN  
4400 PONCE DE LEON  
CORAL GABLES FL. 33146

The person named as director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has qualified, whichever occurs first.

#### **ARTICLE VIII. INCORPORATOR.**

The name and street address of the person signing this Article of Incorporation is:

CLARE ELLEN KELLY WARDEN  
4400 PONCE DE LEON  
CORAL GABLES FL. 33146

#### **ARTICLE IX. AMENDMENT.**

This Article 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 and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of

the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE X. INDEMNIFICATION**

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

**ARTICLE XI.**

Every shareholder, upon the sale for cash of any new stock of this corporation, in the class of which said shareholder is an owner, shall have the right to purchase a pro rata share thereof of shares in the same class (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

**ARTICLE XII**

The street address of the initial principal office of this Corporation is:

4400 PONCE DE LEON CORAL GABLES FL. 33146

**ARTICLE XIII**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act. The provisions of said act shall extend to this Corporation insofar as the same shall be applicable.

**ARTICLE XIV**

The Stockholders of this Corporation shall have the exclusive authority to fix the compensation of directors of this Corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Article of Incorporation on 10 day of May, 1999

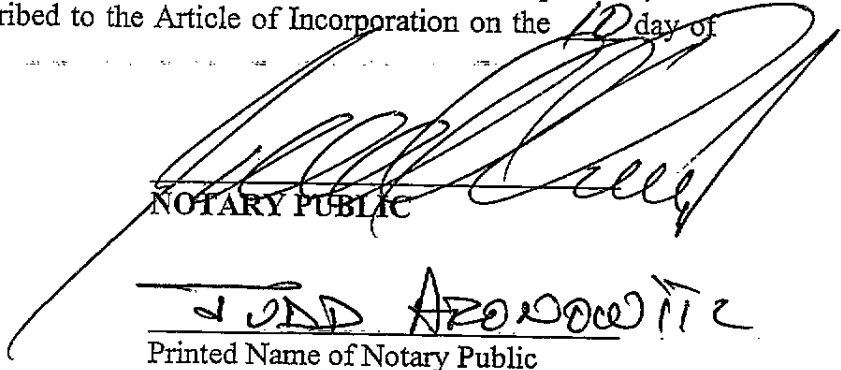
*Clare K. Warden*

**CLARE ELLEN KELLY WARDEN - INCORPORATOR**

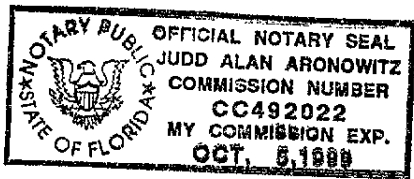
**STATE OF FLORIDA  
COUNTY OF DADE**

BEFORE ME, a Notary Public, personally appeared, **CLARE ELLEN KELLY WARDEN**

who provided this following identification D.L., to me known to be the person described as Incorporator and who executed the foregoing Article of Incorporation, and acknowledged before me that he subscribed to the Article of Incorporation on the 10 day of May, 1999.

  
NOTARY PUBLIC  
J UDD ARONOWITZ  
Printed Name of Notary Public

My Commission Expires:



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

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

FIRST. CEKW RESTAURANTS, INC.. DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED:

JUDD ARONOWITZ, esq.

LOCATED AT: 1111 LINCOLN ROAD #802 MIAMI BEACH FL. 33139

ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Clare R. Warden  
CORPORATE OFFICER  
CLARE ELLEN KELLY WARDEN

DATE 5/10/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESSOR THE ABOVE  
STATED CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Judd Aronowitz  
JUDD ARONOWITZ

DATE 5/10/99