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Law Offices of
HAIMOWITZ & ASSOCIATES, P.A.

555 South Federal Highway, Suite 330
Boca Raton, Florida 33432

Harold B. Haimowitz
Attorney at Law

Telephone: (561) 394-4226
Facsimile: (561) 394-4382

August 31, 1999

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

600002980456--8
-09/08/99--01035--007
****122.50 *****78.75

Attn: Dana Calloway

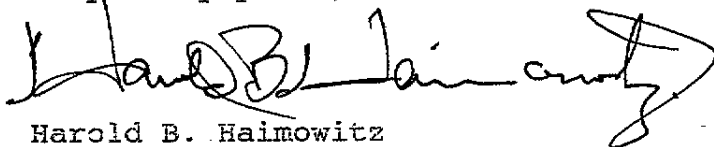
RE: Marric of Boca Raton, Inc.

Dear Ms. Calloway:

Enclosed please find an original and one copy of Articles of Incorporation for Marric, Inc., along with my check number 1376 in the sum of \$122.50 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience. I would also appreciate your faxing me a filed copy and your cover letter to (561) 394-4382. Thanking you for your many courtesies.

Very truly yours,


Harold B. Haimowitz

Enclosure

FILED
99 SEP 24 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~799 21185~~

T BROWN SEP 27 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 15, 1999

HAROLD B. HAIMOWITZ
HAIMOWITZ & ASSOCIATES, P.A.
555 S. FEDERAL HWY., SUITE 330
BOCA RATON, FL 33432

SUBJECT: MARRIC, INC.
Ref. Number: W99000021185

We have received your document for MARRIC, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 899A00045350

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555 South Federal Highway, Suite 330
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September 22, 1999

Teresa Brown
Corporate Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

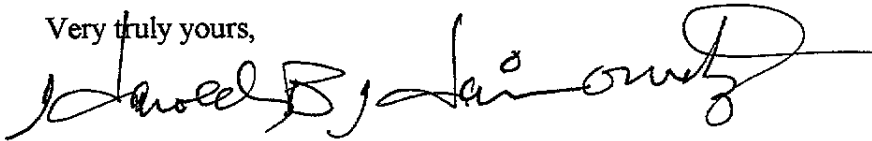
Re: Marric of Boca Raton, Inc.

Dear Ms. Brown:

Enclosed please find a copy of your letter to me dated September 15, 1999 wherein you advised that the corporate name "Marric, Inc." was unavailable. Your office has advised that the name "Marric of Boca Raton, Inc." is available. Therefore, enclosed please find an original and one copy of Articles of Incorporation for Marric of Boca Raton, Inc. for filing.

Thank you for your prompt attention.

Very truly yours,

A handwritten signature in black ink, appearing to read "Harold B. Haimowitz". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Harold B. Haimowitz

**ARTICLES OF INCORPORATION
OF
MARRIC OF BOCA RATON, INC.**

FILED
99 SEP 24 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be **MARRIC OF BOCA RATON, INC.**, and its principal office shall be located at **22381 SW. 66th AVENUE, Apt. 806, BOCA RATON, FL 33428.**

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

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida and particularly the restaurant business.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.01 par value per share.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

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

RICHARD COLON
22381 SW 66TH AVENUE, Apt. 806
BOCA RATON, FL 33428

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

**ARTICLE VII
INITIAL DIRECTORS**

The names and addresses of the initial Directors of this Corporation are:

Richard Colon, 22381 SW 66th Avenue, #806, Boca Raton, Florida 33428

Maria V. Adorno, 22381 SW 66th Avenue, #806, Boca Raton, Florida 33428

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATORS**

The name of the person signing these Articles of Incorporation as the Incorporators are *Richard Colon*, and *Maria V. Adorno* and their address is *22381 SW 66th Avenue, #806, Boca Raton, Florida 33428*.

**ARTICLE IX
INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9),

no court order indemnification shall, under any circumstances, be permitted.


**ARTICLE X
AFFILIATED TRANSACTIONS**

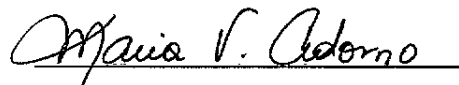
This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

This corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on September 22, 1999.


Richard Colon, Incorporator


Maria V. Adorno, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on September 22, 1999 by **Richard Colon and Maria V. Adorno**, as Incorporators. **Richard Colon and Maria V. Adorno** are personally known to me or have produced their driver's license as identification and did take an oath.


Notary Public
My commission expires:



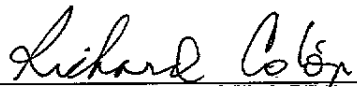
Steven J. Garcia
MY COMMISSION # CCS16518 EXPIRES
December 6, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

MARRIC OF BOCA RATON, INC., a Corporation existing under the laws of the State of Florida with its principal office at **22381 SW 66TH AVENUE, #806, BOCA RATON, FL 33428**, has named **Richard Colon**, whose address is **22381 SW 66TH AVENUE, #806, BOCA RATON, FL 33428**, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


Richard Colon

(Form4/b:artofinc)

FILED
99 SEP 24 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA