S64318

100452010421

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

WEIL, LUCIO, MANDLER, CROLAND & STEELE
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
777 BRICKELL AVENUE, SUITE 1200
MIAMI, FLORIDA 33131

TELEPHONE
(305) 579-0012
TELEFAX
(305) 579-4722

S64318

July 1, 1991

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: FOOD FOR TOTS, INC.

Dear Sir/Madam:

Please find enclosed an original and two copies of Articles of Incorporation for Food for Tots, Inc. for filing. Also enclosed is a check in the amount of $175.00 representing filing fees.

Please return two certified copies in the self-addressed, postage paid envelope provided for your convenience.

Thank you for your cooperation. If you have any questions please contact the undersigned.

35 F
35 R
105 C

Very truly yours,

John C. Hamlin

Enclosures

FILED
91 JUL -1 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SDG
7-5-91

564318

ARTICLES OF INCORPORATION
OF
FOOD FOR TOTS, INC.

Article I - Name and Address

The name, address and principal place of business of this corporation is:

FOOD FOR TOTS, INC.
777 Brickell Avenue
Suite 1200
Miami, Florida 33131

Article II - Purpose

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

Article III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, par value US $1.00 (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment. This corporation may not issue more than one class of stock.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

777 Brickell Avenue
Suite 1200
Miami, Florida 33131

and the name of the initial registered agent of this corporation at such address is WLMC REGISTERED AGENTS, INC.

Article V - Incorporator

The name and address of the initial incorporator of this corporation is:

Steve Moscovitch
400 Kings Point Drive
Miami Beach, Florida

Article VI - Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director is:

Steve Moscovitch
400 Kings Point Drive
Miami Beach, Florida

Article VII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, including specifically the power to make loans or advances to, purchase any stock, other securities or evidences of indebtedness of, or make any investment or acquire any interest whatsoever in, or be a promoter, incorporator, general partner, limited partner, member, associate or manager of, any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this corporation's business; and to endorse, guarantee and secure, with or without consideration to this corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

Article VIII - Director Conflicts of Interest

No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Article IX - Indemnification

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he or she served as such at the request of the corporation, shall be indemnified by the corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of

Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability hereunder.

Article X - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1 day of July, 1991.

Steve Moscovitch

Steve Moscovitch
Incorporator-Director

STATE OF FLORIDA)
)SS:
COUNTY OF DADE **)**

The foregoing instrument was acknowledged before me this 1 day of July, 1991, by the following person:

Steve Moscovitch

Gail H. Doyle
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: FEB. 23, 1993.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FOOD FOR TOTS, INC. at the place designated in the Articles of Incorporation, WLMC REGISTERED AGENTS, INC., 777 Brickell Avenue, Suite 1200, Miami, Florida 33131 hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501 Fla. Stat. (1990), relative to keeping open such office until such time as he shall notify the corporation of his resignation.

Dated this 1st day of July, 1991.

WLMC Registered Agents, Inc.

By: Saturnino E. Lucio

Saturnino E. Lucio, II
Authorized Representative

FILED
JUL -1 PM 3: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WEIL, LUCIO, MANDLER, CROLAND & STEELE
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
777 BRICKELL AVENUE, SUITE 1200
MIAMI, FLORIDA 33131
TELEPHONE
(305) 579-0012
TELEFAX
(305) 579-4722

FILED
91 JUL 23 AM 10: 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S64318

July 19, 1991

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: FOOD FOR TOTS, INC.

Dear Sir/Madam:

Please find enclosed an original and one copy of Articles of Amendment to Articles of Incorporation for Food for Tots, Inc. for filing. Also enclosed is a check in the amount of $87.50 representing filing fees.

Please return one certified copy in the self-addressed, postage paid envelope provided for your convenience.

Thank you for your cooperation. If you have any questions please contact the undersigned.

Very truly yours,

John C. Hamlin

John C. Hamlin

Enclosures

Name Availability ANAME
Document Examiner 90/159
Updater
Verifyer
Acknowledgment
W.P. Verifyer

FILED
1991 JUL 23 AM 10: 3-
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FOOD FOR TOTS, INC.**

1. The name of the Corporation is FOOD FOR TOTS, INC. (the "Company").

2. Article I of the Articles of Incorporation of the Company is hereby amended to read as follows:

Article I - Name and Address

The name, address and principal place of business of this corporation is:

APPETITES, INC.
777 Brickell Avenue
Suite 1200
Miami, Florida 33131

3. This Amendment was recommended by the Board of Directors to the Company's sole shareholder on July 18, 1991.

4. This Amendment was approved on July 18, 1991 by the sole holder of all of the Company's issued and outstanding shares of Common Stock, which is the only class of the Company's stock entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 18 day of July, 1991.

Steve Moscovitch
Steve Moscovitch
President--Director

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

CORPORATION ANNUAL REPORT 1992

DIVISION OF CORPORATIONS

APPROVED SEC. OF STATE CORPORATIONS DIV. TALLAHASSEE, FLA. FILED

FILING FEE $61.25 Make Payable To: *Secretary of State*

DO NOT WRITE IN THIS SPACE

1. DOCUMENT #S64318 (6)

APPETITES, INC.
~~777 BRICKELL AVE~~
~~SUITE 1200~~
~~MIAMI FL 33131-2807~~

2.
21 Mailing Address: 18220 W. Dixie Hwy.
22 P.O. Box No.
23 City and State: Miami Fl
24 Zip: 33160

3. Date Incorporated or Qualified To Do Business in Florida: 07/01/1991

... line through the incorrect information and enter correct address in Block 2

4. FEI Number: 65-0273707

5. $8.75

6.

1	2 Names of Officers and Directors	3 Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4
D	MOSCOVITCH, STEVE	400 KINGS POINT RD	MIAMI BEACH, FL

REGISTERED AGENT INFORMATION

7.
~~WLMC REGISTERED AGENTS INC.~~ Richard Miller
~~777 BRICKELL AVE~~ 18220 W. Dixie Hwy.
~~SUITE 1200~~ Miami Fl. 33160
~~MIAMI, FL 33131~~

8. Name and Address of New Registered Agent
81 Name: Richard Miller
82 Street Address: 18220 W. Dixie Hwy
84 City: Miami FL.
85 Zip: 33160

9. ... Florida Statutes ...

Richard Miller
Registered Agent Accepting Appointment
DATE 6/25/92

10. ... Yes ✓ ...

11. ...

SIGNATURE X Steve Moscovitch
DATE 6/25/92

STEVE MOSCOVITCH PRESIDENT
305 989-9480

File Now. Filing Fee after May 1 is $225.00

1993

DOCUMENT # S84916 (6)

APPETITES, INC.
18220 W DIXIE HWY
MIAMI FL 33160-2045

FILING FEE

ANNUAL REPORT $61.25 + $138.75 CORPORATION SUPPLEMENTAL FEE
MAKE CHECK PAYABLE TO DEPARTMENT OF STATE

3. 07/01/1991

3a. 07/03/1992

4. 650273707

$5.00

$138.75

9. Name and Address of Current Registered Agent

RICHARD MILLER
18220 W DIXIE HWY
MIAMI FL 33160

10. Name and Address of New Registered Agent

FL

D
MOSCOVITCH, STEVE
400 KINGS POINT RD
MIAMI BEACH FL

000000358125
05/10/93 01013 010
****200.00 ****200.00

SIGNATURE

Steve Moscovitch President

FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

APPROVED AND FILED

94 MAY -1 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1994

DOCUMENT #
S64318 **(6)**

APPETITES, INC

Principal Place of Business

18220 W DIXIE HWY
MIAMI FL 33160

18220 W DIXIE HWY
MIAMI FL 33160

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified	3a. Date of Last Report
07/01/1991	05/01/1993
4. FEI Number	
65-0273707	

2a. Principal Place of Business

26

Suite, Apt. #, etc.

27

City & State

28

County 25 | Zip 29 | Country 30

5. Certificate of Status Desired $8.75

7. Supplemental Fee

6. $5.00 May be Added to Fees

8. This corporation has ... Florida Statutes ☒ Yes ☐ No

9. **Name and Address of Current Registered Agent**

RICHARD MILLER
18220 W DIXIE HWY
MIAMI FL 33160

10. **Name and Address of New Registered Agent**

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City **FL** 85 Zip Code

DATE

12. OFFICERS AND DIRECTORS

D
MOSCOVITCH, STEVE
400 KINGS POINT RD
MIAMI BEACH FL

13. CHANGES TO OFFICERS AND DIRECTORS

SIGNATURE: Steve Moscovitch 4/28/94

FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOCUMENT # S64318 (6)

95 FEB 24 PM 4:08

APPETITES, INC.

18220 W DIXIE HWY
MIAMI FL 33160

18220 W DIXIE HWY
MIAMI FL 33160

07/01/1991

05/01/1994

16499 N.E. 19 Ave

65-0273707

107

$8.75

Miami

55.00

33162 Dade

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

RICHARD MILLER
18220 W DIXIE HWY
MIAMI FL 33160

FL

D
MOSCOVITCH, STEVE
400 KINGS POINT RD
MIAMI BEACH FL

SIGNATURE: Richard Miller

2/24/95