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IMMIGRATION  
LEGAL CENTER OF AMERICA, P.A.  
CLEARWATER • TAMPA  
WORLDWIDE OFFICES:  
CARACAS, VENEZUELA • CURITIBA, BRAZIL • MONTREAL, CANADA • DUBLIN, IRELAND

MARK R. WEINER\*

OF COUNSEL:

WALTER MACEDO, BRAZILIAN BAR  
SAM KULIK, CANADIAN BAR  
THOMAS LOOMES, IRISH BAR

REPLY TO:  1411 NORTH WESTSHORE BLVD, SUITE 110  
TAMPA, FLORIDA 33607  
(813) 286-2300 • TELECOPIER (813) 286-1900

628 CLEVELAND STREET, SUITE 302  
CLEARWATER, FLORIDA 33755  
(727) 441-3014 • TELECOPIER (727) 442-0292

5135 W. CYPRESS STREET, SUITE 102  
TAMPA, FLORIDA 33607  
(813) 282-0671 • TELECOPIER (813) 282-1317

July 23, 1999

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Florida Department of State  
Division of Corporations  
ATTN: RoseAnn Varnadore  
P.O. Box 6327  
Tallahassee, Fl. 32314

RE: **BERGOLD'S USA, Inc.**  
**# W99000015598**

500002943355-8  
07/28/99-01001-002  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Ms. Varnadore:

This letter is in follow-up to your correspondence of July 7, 1999. Enclosed is a copy of the same, as per your request.

Enclosed please find a firm check in the amount of \$122.50, for the required filing fee and payable to Dept. of State.

Should you have any questions regarding this matter, please feel free to contact this office. Thank you for your attention to this matter.

Sincerely yours,

IMMIGRATION  
Legal Center of America, P.A.

Mark R. Weiner  
Immigration Attorney

MRW/sp

FILED  
99 JUL 26 PM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Rec  
7/26/99





FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 7, 1999

MARK R. WEINER  
1411 NORTH WESTSHORE BLVD SUITE 110  
TAMPA, FL 33607

SUBJECT: BERGOLD'S USA, INC.  
Ref. Number: W99000015598

We have received your document for BERGOLD'S USA, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

Your check is being returned as it is not payable to this office. Please make your check payable to the Secretary of State and return it in order to complete your filing.

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) 487-6923.

RoseAnn Varnadore  
Corporate Specialist Supervisor

Letter Number: 399A00035178

**FILED**  
99 JUL 26 PM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BERGOLD'S USA, INC.**

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

**ARTICLE ONE**

The name of this corporation shall be:

**BERGOLD'S USA, INC.**

**ARTICLE TWO**

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

(a) **RESTAURANT BUSINESS** in the State of Florida pursuant to the laws of Florida and the U.S.A.

(b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or

designed directly or indirectly to promote the interest of this corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

(c) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

### **ARTICLE THREE**

The term for which this corporation shall exist shall be perpetual.

### **ARTICLE FOUR**

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 7500 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders.

### **ARTICLE FIVE**

The beginning capital of this corporation shall be \$7,500.00.

**ARTICLE SIX**

The corporation shall not have directors.

**ARTICLE SEVEN**

The street address in the State of Florida of the principal office of the corporation is:

8030 Hampton Blvd., #206  
Ft. Lauderdale, Fl. 33068

**ARTICLE EIGHT**

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

**PRESIDENT, TREASURER:**

Nelson Bergold  
8030 Hampton Blvd., #206  
Ft. Lauderdale, Fl. 33068

**VICE-PRESIDENT, SECRETARY:**

Kathia Bergold  
8030 Hampton Blvd., #206  
Ft. Lauderdale, Fl. 33068

**ARTICLE NINE**

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

Nelson Bergold  
8030 Hampton Blvd., #206  
Ft. Lauderdale, Fl. 33068

**ARTICLE TEN**

The registered agent and registered office of this corporation shall be:

Nelson Bergold  
8030 Hampton Blvd., #206  
Ft. Lauderdale, Fl. 33068

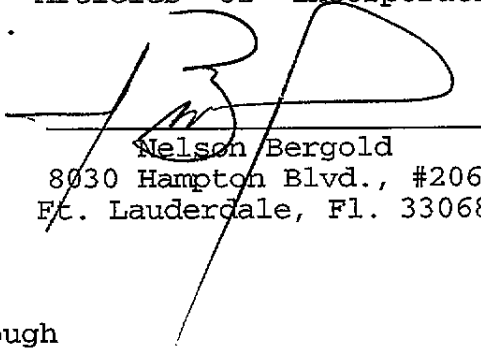
**ARTICLE ELEVEN**

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

**ARTICLE TWELVE**

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 21 day of June, 1999.

  
Nelson Bergold  
8030 Hampton Blvd., #206  
Ft. Lauderdale, Fl. 33068

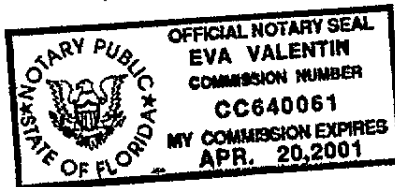
State of Florida  
County of Hillsborough

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in Florida aforesaid, to take acknowledgments, personally appeared Nelson Bergold, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and

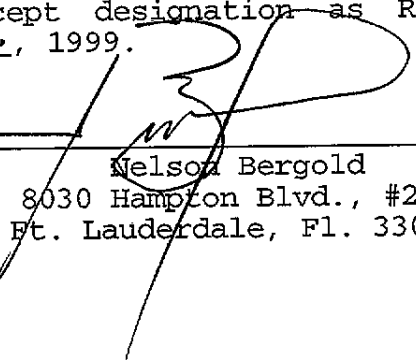
he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 21 day of June 1999.

  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT I, Nelson Bergold, hereby accept designation as Resident Agent on this 21 day of June, 1999.

  
Nelson Bergold  
8030 Hampton Blvd., #206  
Ft. Lauderdale, Fl. 33068

State of Florida  
County of Hillsborough

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in Florida aforesaid to take acknowledgments, personally appeared Nelson Bergold, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 21 day of June 1999.

  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

