



LAW OFFICES  
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January 5, 2000

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Secretary of State  
P.O. Box 6327  
Division of Corporations  
The Capital  
Tallahassee, FL 32314

Re: Incorporation Fees

Dear Sir or Madam:

On December 28, 1999, this office submitted incorporation documents for Toucan's of South Florida, Inc. Our office inadvertently forgot to enclose the filing fee of \$78.75. Enclosed please find check number 1560 for that amount. I apologize for the mistake. Thank you for your cooperation.

Sincerely,

Adam Klauber  
Attorney for Toucan's of South Florida, Inc

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W00-83

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. VARNADORE JAN - 8 2000

# ARTICLES OF INCORPORATION OF Toucan's of South Florida, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be an "S" corporation as defined in the Internal Revenue Code.

## ARTICLE I – NAME

The name of the corporation shall be: Toucan's of South Florida, Inc.

## ARTICLE II – TERM OF EXISTENCE

This corporation shall have perpetual existence.

## ARTICLE III – NATURE OF BUSINESS

This corporation shall engage in any lawful business under the Laws of the United States and the laws of the State of Florida.

## ARTICLE IV – PRICIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8103 Southgate Boulevard  
North Lauderdale, FL 33068

## ARTICLE V – SHARES

This corporation is authorized to issue one thousand (1000) shares with a one dollar (\$1.00) par value.

## ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

William J. Dipetrillo  
10211 West Sample Road  
Suite 117  
Coral Springs, FL 33065

## ARTICLE VII – INCORPORATOR

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

William J. Dipetrillo  
10211 West Sample Road  
Suite 117  
Coral Springs, FL 33065

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TALLAHASSEE, FLORIDA

## ARTICLE VIII – INITIAL BOARD OF DIRECTORS

The corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never less than one.

The initial Directors will be Randall Jimenez and Guillermo Castro.

## ARTICLE IX – BY-LAWS

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

## ARTICLE X – AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28 day of December, 1999.

William J. DiPetrillo  
Signature / Incorporator – William J Dipetrillo

12-28-99  
date

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.

William J. DiPetrillo  
Signature / Registered Agent – William J. DiPetrillo

12-28-99  
date