

A. J. AGOSTINI, C.P.A., P.A.

Certified Public Accountant

Suite 106

1320 N. Semoran Blvd. ~ Orlando, FL 32807-3500

Phone: (407) 249-1717 ~ Fax: (407) 249-1717

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TRANSMITTAL LETTER

April 26, 2000

Date

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100003259301--3
-05/19/00--01080--003
*****70.00 *****70.00

SUBJECT: MILLIE'S CARIBBEAN STOP, INC.
(Proposed corporate name – must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

X \$70.00
Filing Fee

 \$78.75
Filing Fee
& Certificate

From:

A. J. AGOSTINI, C.P.A., P.A.
Name

1320 N. SEMORAN BLVD. STE. 106
Address

ORLANDO, FL 32807-3500
City, State & Zip

(407) 249-1717
Daytime Telephone number

FILED
00 MAY 19 PM 1:00
TALLAHASSEE, FLORIDA

C.C.
5-25-00

ARTICLES OF INCORPORATION
FOR
MILLIE'S CARIBBEAN STOP, INC.

FILED
00 MAY 19 PM 1:00
TALLAHASSEE, FLORIDA

ARTICLE I ~ NAME:

The name of the corp. shall be:

MILLIE'S CARIBBEAN STOP, INC.

ARTICLE II ~ DURATION:

This corporation shall have perpetual existence commencing on the date of the Articles with the Department of State.

ARTICLE III ~ PURPOSE:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes and operation of a restaurant.

ARTICLE IV ~ INITIAL OFFICE:

The principal place of business shall be:

9318 E Colonial Drive A 5& 6
Orlando, FL 32817

The mailing address shall be:

9318 E Colonial Drive A 5&6
Orlando, FL 32817

ARTICLE V ~ CAPITAL STOCK:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE VI ~ INITIAL REGISTERED AGENT AND ADDRESS:

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

Millicent A. Parker
14434 Lake Underhill Road
Orlando, FL 32828

ARTICLES OF INCORPORATION
FOR

MILLIE'S CARIBBEAN STOP, INC.
(Continued)

ARTICLE VII ~ PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

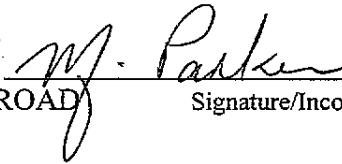
ARTICLE VIII ~ INITIAL BOARD OF DIRECTORS & INCORPORATORS:

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director. The name and address of the initial Director and the Incorporator signing these papers is:

PRESIDENT/TREASURER/SECRETARY:

MILLCENT A. PARKER

14434 LAKE UNDERHILL ROAD
ORLANDO, FL 32828



- April 26, 2000

Signature/Incorporator

Date

ARTICLE IX ~ INDEMNIFICATION:

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

ARTICLE X ~ AMENDMENTS:

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XI ~ SPECIAL PROVISIONS:

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officer to accomplish compliance.

ARTICLES OF INCORPORATION
FOR
MILLIE'S CARIBBEAN STOP, INC.
(Continued)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: MILLIE'S CARIBBEAN STOP, INC.
2. The name and address of the registered agent and office is:

MILLCENT A. PARKER
14434 LAKE UNDERHILL ROAD
ORLANDO, FL 32828

SIGNATURE: _____

TITLE: _____

DATE: _____

PRESIDENT

APRIL 26, 2000

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

DATE: _____

April 26, 2000

FILED
00 MAY 19 PM 1:00
TALLAHASSEE, FLORIDA