

PC00000 68924

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LL.M.-Estate Planning

CARYN J. CLAYMAN

July 14, 2000

File No. Corp.

Bureau of Corporate Records  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32301

900003325089--6  
-07/17/00--01117--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Incorporation of SONNY'S PLACE, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above referenced proposed Florida corporation.

Also enclosed is a check in the amount of \$78.75 representing payment of the filing fee and certified copy.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. UPS RETURN Package enclosed.

Thank you for your anticipated cooperation.

Very truly yours,

*Charles F. Possess*

Charles F. Possess

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JUL 17 PM 3:20

FILED

CFP/mmww  
Enclosures

F. CHEN

JUL 19 2000

ARTICLES OF INCORPORATION

OF

SONNY'S PLACE, INC.

FILED  
00 JUL 17 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is SONNY'S PLACE, INC.

ARTICLE II. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue three hundred (300) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

ARTICLE IV. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8221 W. Glades Road, Boca Raton, Florida 33434 and the name of the initial registered agent of this corporation at that address is YALE Z. GOLDBERG.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director. The name and address of the initial director(s) of this corporation is:

YALE Z. GOLDBERG  
8221 W. Glades Road  
Boca Raton, FL 33434

ARTICLE VII. INCORPORATOR

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

YALE Z. GOLDBERG  
8221 W. Glades Road  
Boca Raton, FL 33434

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 8221 W. Glades Road, Boca Raton, Florida. The mailing address of the corporation shall be 8221 W. Glades Road, Boca Raton, FL 33434.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the share holders.

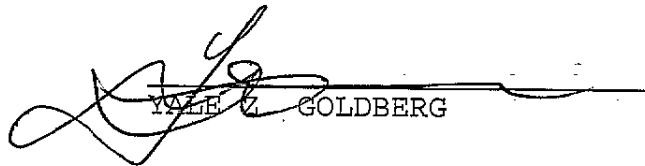
ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENT

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

The undersigned Incorporator has executed these Articles of Incorporation on July 14, 2000.

  
YALE V. GOLDBERG

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT WHOM  
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with this Statute:

That SONNY'S PLACE, INC., desiring to organize under the laws  
of the State of Florida as indicated in the Articles of  
Incorporation, has named Yale Z. Goldberg located at 8221 W. Glades  
Road, Boca Raton, FL 33434, as its agent to accept service of  
process within the State of Florida.

Having been named to accept service of process for the above-  
named corporation, at the place designated in this Certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open this office.

  
YALE Z. GOLDBERG  
Registered Agent

FILED  
00 JUL 17 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA