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September 12, 2000

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32301

Re: Holdan, Inc.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for the filing fee and one certified copy. This document is being sent to you via Federal Express in order for the corporate existence to commence as of the date of the acknowledgment of the Articles of Incorporation.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Very truly yours,



Hal Spence

HS/jag

Enclosures

FILED
00 SEP 13 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
09-11-00

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ARTICLES OF INCORPORATION
OF
HOLDAN, INC.

FILED
00 SEP 13 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: HOLDAN, INC.

Article 2. Address of principal office. The address of the principal office and the mailing address of the corporation is 530 Seabreeze Boulevard, Daytona Beach, Florida 32118.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To engage in the operation of a restaurant and any other lawful business.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The initial Registered Agent is Hal Spence, P.A. and the street address of the initial Registered Office of the Corporation is 221 N. Causeway, New Smyrna Beach, FL. 32169.

EFFECTIVE DATE
09-11-00

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Petronella M. Mason, 2008 Juniper Drive, FL. 32132

Article 8. Incorporators. The name and address of each Incorporator is as follows:

Petronella M. Mason, 2008 Juniper Drive, Edgewater, FL. 32132

Articles 9. Amendment. The 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.

Article 10. Stock Ownership. Shares of capital stock of the Corporation shall be issued to the following person in the following amount upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Petronella M. Mason	100 Shares

Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 13. Commencement of Corporate Existence. In accordance with Section 607.0123, Florida Statutes, the date when

corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 11th day of September, 2000.

Petronella M. Mason
PETRONELLA M. MASON - Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared PETRONELLA M. MASON to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed and produced her Florida Driver's License as identification.

WITNESS my hand and official seal this 11th day of September, 2000.

My commission expires:

JoAnn Hataway Gant
Notary Public



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of HOLDAN, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 11th day of September, 2000.

Hal Spence
HAL SPENCE, PA., Registered Agent

FILED

00 SEP 13 AM 9:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA