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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Barry Tumpson
2780 N.E. 209th Street
Aventura, Florida 33180

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

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*****78.75 *****78.75

Re: Telephone Takeout/Dial 4 Dinner South, Inc.

Gentlemen:

Enclosed find an original and one copy of **Articles of Incorporation** for the above named corporation. A check in the amount of \$78.75 is enclosed which represents the following fees:

Filing fee	\$35.00
Registered Agent fee	\$35.00
Certified copy	\$ 8.75

Please file the original of these **Articles of Incorporation** and return a certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Very truly yours,

Barry P. Tumpson

Enclosures:

BPT/tap

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TELEPHONE TAKEOUT/DIAL 4 DINNER SOUTH, INC**

THIS IS TO CERTIFY THAT the undersigned, as Incorporators of the within corporation, under the Florida Business Corporation Act, under the provisions of the Florida Statutes, do hereby make, acknowledge, subscribe, adopt, and file these **ARTICLES OF INCORPORATION** with the Secretary of the Department of State of the State of Florida, and do certify that.

**ARTICLE 1
NAME OF CORPORATION**

The name of the corporation shall be **TELEPHONE TAKEOUT/DIAL 4 DINNER SOUTH, INC.**

**ARTICLE 2
GENERAL NATURE OF THE BUSINESS**

The general nature of the business is to engage in any lawful activity permitted under the Constitution and Statutes of the State of Florida.

ARTICLE 3

STOCK

The total number of shares authorized is 90 shares of common stock without par value, which stock shall be fully paid and non-assessable. Such stock may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid for in cash, labor or service.

ARTICLE 4

CAPITAL

The number of shares with which this corporation shall commence business is 90 shares of common stock without par value, and the amount of capital with which this corporation shall commence business shall not be less than \$500.00.

ARTICLE 5

TERM

The corporation shall continue perpetually, unless sooner dissolved according to law.

ARTICLE 6
CORPORATION'S PRINCIPAL OFFICE
AND
INITIAL REGISTERED AGENT

The corporation's principal office shall be located at: **2780 Northeast 209th Street, Aventura, Florida 33180** and the name of the initial Registered Agent is: **BARRY TUMPSON, 2780 Northeast 209th Street, Aventura, Florida 33180**

ARTICLE 7
DIRECTORS

The business of the corporation shall be conducted by a Board of Directors, the number of which shall be fixed by the stockholders at any regular or called meeting, but the number of directors shall not be less than one nor more than seven. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of the stockholders, and the several officers, as the case may be, provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE 8
FIRST BOARD OF DIRECTORS

The names and post office address of the members of the first Board of Directors, who, subject to the provisions of this Certificate of

Incorporation, the by-laws of the corporation and the Statutes of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors have been elected and qualified are as follows:

Michelle Rosenberry, Director

11733 S.W. 117th Court

Miami, Florida 33186

Christine Tumpson

2780 Northeast 209th Street

Aventura, Florida 33180

ARTICLE 9

SUBSCRIBERS

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The names and places of residence of the subscribers to the capital stock and the number of shares subscribed for by each are as follows:

Michelle Rosenberry, 60 shares

11733 S.W. 117th Court

Miami, Florida 33186

Christine Tumpson

2780 Northeast 209th Street

Aventura, Florida 33180

ARTICLE 10

OFFICERS

The name and post office address of the officers, who subject to the provisions of this certificate of incorporation, the by-laws of the corporation and the Statutes of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors have been elected and qualified are as follows:

Christine Tumpson, President
2780 Northeast 209th Street
Aventura, Florida 33180

Michelle Rosenberry, Vice President
11733 S.W. 17th Court
Miami, Florida 33186

Tracy Plasencia, Secretary
12250 S.W. 17th Lane, #106
Miami, Florida 33175

ARTICLE 11

RESERVATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, and all rights conferred upon stockholders are granted subject to this provision.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS TO
BE MADE WITHIN THE STATE OF FLORIDA,
AND
NAMING THAT AGENT UPON WHICH SERVICE
OF PROCESS MAY BE EFFECTUATED**

In compliance with section 48.091, *Florida Statutes*, the following is submitted:

That **TELEPHONE TAKEOUT/DIAL 4 DINNER SOUTH, INC.**

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at


2780 Northeast 209th Street
Aventura, Florida 33180

has named

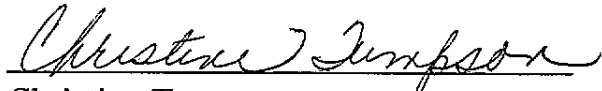
Christine Tumpson
2780 Northeast 209th Street
Aventura, Florida 33180

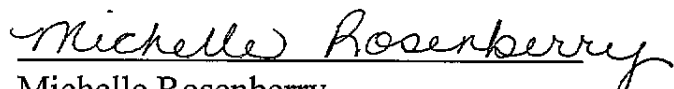
as its registered agent to accept service of process within the State of Florida

Having been named to accept service of process for the above corporation, I hereby **accept to act in this capacity, and agree to comply** with the provisions of the law relative to maintaining said office.

Signature: 
Christine Tumpson
President

WE, THE UNDERSIGNED, being the original subscribers to the capital stock herein above named for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of the Revised Corporation Law of the State of Florida, General Act 1925, and all amendments thereto, do make and file this certificate hereby declaring and certifying that the facts herein stated above are true, and do agree to take the number of shares stock hereinabove set forth, and have accordingly set our hands and seals this 14 day of September, 2000.


Christine Tumpson


Michelle Rosenberry

STATE OF FLORIDA
COUNTY OF MIAMI DADE

The foregoing instrument was acknowledged before me this 14 day of September, 2000, by **Christine Tumpson** and **Michelle Rosenberry** whom are personally known to me, and whom did take an oath.


NOTARY PUBLIC

My Commission expires:



Catherine M Marrero
My Commission CC610709
Expires September 19, 2000