

PO10000013563

**MICHAEL B. UDELL**  
ATTORNEY AT LAW

ADMITTED AND LICENSED

FLORIDA STATE BAR  
TEXAS STATE BAR

GENERAL PRACTICE  
FAMILY LAW  
CIVIL & CRIMINAL LITIGATION  
TRIAL PRACTICE

5745 S. UNIVERSITY DRIVE  
DAVIE, FLORIDA 33328

-RESPOND TO-  
P.O. BOX 841207  
PEMBROKE PINES, FL 33084

TELEPHONE (954) 680-5994  
FACSIMILE (954) 680-1510

February 1, 2001

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

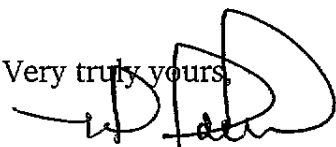
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\*\*\*#122.50 \*\*\*\*\*78.75

Subject: S & R Restaurant Corp.

Gentlemen:

Enclosed is an original and one copy of the articles of incorporation and a check for \$122.50.

Very truly yours,



MICHAEL B. UDELL

MBU/hj

Enclosures

**FILED**  
2001 FEB -5 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

g 2/6/01

EFFECTIVE DATE

02/01/01

ARTICLES OF INCORPORATION  
OF

S & R RESTAURANT CORP.

FILED

2001 FEB -5 PM 1:15

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida. Incorporated by reference into the Articles of Incorporation are all amendments and modifications to Chapter 607 Florida Business Corporations Act effective July 1, 1990.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is S & R RESTAURANT CORP.

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any land, or interest in lands, and any buildings or other structures, at any time owned or held the by the corporations. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

(c) To carry on in any capacity any business or trade deemed legal in the State of Florida.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any business legal in the State of Florida.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

### ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and nonvoting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

### ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$100.00.

### ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence.

### ARTICLE VI ADDRESS

The initial street address of the principal office of the corporation is to be at: 5745 S. University Drive, Davie, Florida 33328.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII  
RESIDENT AGENT

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said act:

That S & R RESTAURANT CORP. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the Town of Davie, County of Broward, has named Michael B. Udell, Esquire, located at 5745 S. University Drive, Davie, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated 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 said office.

  
REGISTERED AGENT

ARTICLE VIII  
DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE IX  
INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Abelardo Remy, 6200 Falcons Gate Avenue, Davie, Florida  
Esperanza Remy, 6200 Falcons Gate Avenue, Davie, Florida

ARTICLE X  
SUBSCRIBERS

The names and street addresses of the subscribers to these articles of incorporation, the number of shares agreed to take and the value of the consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
Abelardo Remy, 6200 Falcons Gate Avenue, Davie, Florida		50	\$50.00
Esperanza Remy, 6200 Falcons Gate Avenue, Davie, Florida		50	\$50.00

FILED  
FEB - 5 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE XI  
EFFECTIVE DATE

These articles of incorporation shall be effective on the 1st day of February, 2001.

ARTICLE XII  
AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE XIII  
AFFILIATED TRANSACTION

This Corporation expressly elects not to be governed by Section 607.0901 or Section 607.0902 of the Florida Business Corporation act, as amended from time to time, relating to affiliated transactions and control share acquisitions.

ARTICLE XIV  
SHAREHOLDER NON LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XV  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE XVI  
CONTRACTS OF THE CORPORATION

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any directory individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation

which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing articles of incorporation under the Laws of the State of Florida, this 1 day of February, 2001.


  
ABELARDO REMY

  
ESPERANZA REMY

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned notary public, personally appeared ABELARDO REMY and ESPERANZA REMY to me well known to me to be the individuals described in and first being sworn, executed the foregoing articles of incorporation and acknowledged before me that they executed the same for the purposes therein stated. The foregoing instrument was acknowledged before me this date by ABELARDO REMY and ESPERANZA REMY who are personally known to me and produced a driver's license as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State named above this 1 day of February, 2001.

  
NOTARY PUBLIC

Articles prepared by:  
MICHAEL B. UDELL, ESQUIRE  
P.O. BOX 841207  
Pembroke Pines, Florida 33084



Helene J. Udell  
MY COMMISSION # CC915034 EXPIRES  
April 15, 2004  
BONDED THRU TROYFAIN INSURANCE, INC.