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BASIC AMENDMENT

GOLDEN TOUCH RESTAURANT AND BAKERY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GOLDEN TOUCH RESTAURANT AND BAKERY, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation, as of and effective May 22, 2003:

The amendments contained in this Articles of Amendment to Articles of Incorporation of Golden Touch Restaurant and Bakery, Inc. were proposed and recommended to the shareholders by the Board of Directors on May 22, 2003, pursuant to Section 607.1003, Florida Statutes, and on this date, all of the shareholders of the corporation unanimously voted to approve and adopt these Articles of Amendment to Articles of Incorporation of Golden Touch Restaurant and Bakery, Inc.

The amendments contained in this Articles of Amendment to Articles of Incorporation of Golden Touch Restaurant and Bakery, Inc. does not provide for an exchange, reclassification, or cancellation of issued shares.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: GOLDEN TOUCH RESTAURANT AND BAKERY, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is: 9310 North Florida Avenue, Tampa, Florida 33612.

**ARTICLE III
CAPITAL STOCK**

The total number of authorized shares of the capital stock of this corporation is five million (5,000,000) shares, divided into two classes, common stock (referred to as "Common Stock") and preferred stock (referred to as "Preferred Stock"). The total number of shares of voting common stock authorized is five hundred thousand (500,000) shares. The total number of shares of nonvoting preferred stock authorized is four million five hundred thousand (4,500,000) shares. All or any part of the shares of the common and preferred capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon

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and fixed by the board of directors, as provided by law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

The following is a description of each class of stock with the powers, preferences, and rights and the restrictions, qualifications, and limitations of each:

1. The board of directors may, except as otherwise provided below, by resolution from time to time, classify or reclassify and issue in one or more series any unissued shares of Preferred Stock and may fix or alter in one or more respects, from time to time before reissuance of such shares, the number and designation of any series or classification, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion rights, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund, which may be provided for the shares of Preferred Stock.

2. No holder of stock of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any part of any stock now or subsequently authorized to be issued, or shares of the stock, held in the treasury of the corporation or securities convertible into stock, whether issued for cash or other consideration or by way of dividend or otherwise.

3. Effective on January 1, 2006, the holders of the Preferred Stock shall be entitled to receive from the surplus or net profits arising from the business of the corporation a fixed yearly dividend of \$.01 per share, payable quarterly for each preceding quarter on April 15th, for the quarter ending March 31st, July 15th, for the quarter ending June 30th, October 15th, for the quarter ending September 30th, and January 15th, for the quarter ending December 31st, in each year, before any dividends shall be set apart or paid on the common stock. Should the surplus or net profits arising from the business of the corporation prior to any dividend day be insufficient to pay the dividends on the preferred stock, such dividends shall be payable from future profits, and no dividends shall, at any time, be paid on the common stock, until the full amount of \$.05 per share per year up to that time on all of the preferred stock shall have been paid or set apart.

After all above described fixed dividends on preferred shares have been paid, declared, or set apart for payment to the holders of the preferred shares, the board of directors may declare and pay or set apart dividends for the common shares to the extent of the net earnings of the corporation or if the board of directors elects to make further distributions of dividends, such dividends shall be made equally to all shares, preferred and common.

4. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, the holders of the Preferred Stock shall be entitled to receive \$.10 in cash for each preferred share, together with an amount in cash equal to accrued and unpaid dividends to the date of such payment, before any distribution of the assets of the corporation shall be made to the holders of Common Stock. After payment shall have been made in full to the holders of the

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outstanding Preferred Stock or funds necessary for payment shall have been set aside in trust for the account of the holders of the outstanding Preferred Stock so as to be available for payment, the holders of the outstanding Preferred Stock shall be entitled to no further participation in such distribution of the assets of the corporation and the remaining assets of the corporation shall be divided and distributed among the holders of the Common Stock then outstanding according to their respective shares. If, upon such liquidation, dissolution, or winding up, the assets of the corporation distributable as described above among the holders of the Preferred Stock shall be insufficient to permit the payment to them of such amount, the entire assets shall be distributed ratably among the holders of the Preferred Stock. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets as an entirety, or any purchase or redemption of stock of the corporation of any class, shall not be regarded as a "liquidation, dissolution, or winding up of the affairs of the corporation" within the meaning of this paragraph.

5. Except as otherwise provided by law or these articles, the common shareholders have exclusive voting rights and powers. If, however, four (4) or more quarterly dividends, consecutive or not, on the preferred shares are at any time in default, the holders of preferred shares as a class shall be entitled to elect the smallest number of directors constituting a majority of the board of directors and the holders of the common shares as a class shall retain the right to elect only the remaining director or directors until all the accrued dividends on the preferred shares have been paid or set apart. At that time, the exclusive voting rights shall revert to the common shareholders and continue to be vested in them until such time as there may be a future default of four (4) or more quarterly dividends in payment of accrued dividends on preferred shares.

Any officer, director, or shareholder may call a special meeting of all shareholders, including holders of preferred shares, on default in the payment of such accrued preferred dividends, and for such purpose the records of the corporation shall be made available to such officer, director, or shareholder. On election of directors by the holders of preferred shares, terms of all directors previously serving shall immediately terminate. On restoration of exclusive voting rights in the holders of common shares, a special meeting of such shareholders may be called, and on election of directors, terms of all directors previously serving shall immediately terminate.

6. No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the "Adjusted (Net) Asset Method" as defined by Shannon P. Pratt, in Business Valuation Body of Knowledge Exam Review and Professional Reference, second edition or any later edition, published by John Wiley Sons, Inc., Hoboken, New Jersey. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to the corporation at its principal place of business and remain open for acceptance by the corporation for a period of sixty (60) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such

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shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: **"These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."**

7. As long as any preferred shares are issued and outstanding, the corporation shall not, without the affirmative vote or written consent of two-thirds or more of the outstanding preferred shares:

(a) Alter or amend any of the above rights, privileges, or preferences of such shares except for the protective purpose of adjusting the ratio at which preferred shares may be converted into common shares;

(b) Increase or decrease the aggregate number of authorized preferred shares;

(c) Effect an exchange or reclassification of all or part of the preferred shares into shares of another class;

(d) Effect an exchange or reclassification, or create a right of exchange, of all or part of the shares of another class into preferred;

(e) Change the designation, rights, preferences, or limitations of all or part of the preferred shares;

(f) Change the shares of all or part of the preferred class into a different number of preferred shares;

(g) Create a new class of shares having rights and preferences with respect to distributions or to dissolution that are prior, superior, or substantially equal to the preferred shares;

(h) Increase the rights, preferences, or number of authorized shares of the preferred class that, after giving effect to the amendment, have rights or preferences with respect to distributions or to dissolution that are prior, superior, or substantially equal to the preferred shares;

(i) Limit or deny the existing preemptive rights of all or part of the preferred shares;

(j) Cancel or otherwise affect rights to distribution or dividends on the preferred shares that have accumulated but have not been declared on all or part of the preferred shares;

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(k) Purchase or redeem any common shares;

(l) Sell or otherwise dispose of all or a substantial portion of the assets of the corporation;

(m) Merge or consolidate the corporation with any other corporation, except one wholly owned or controlled by it; or

(n) Lend the credit of the corporation to answer for the debts of any other person, firm, or corporation, except one wholly owned or controlled by the corporation

8. Any shareholder of Preferred Shares who has held such shares for at least three (3) years shall be entitled to convert said shares to Common Shares on surrender of his or her share certificates at the office of the corporation, duly endorsed to the corporation, and delivery to the corporation of his or her written notice of intention to convert, and shall be entitled to receive one (1) shares of common stock for each one hundred shares of Preferred Stock converted. However, should any increase or reduction in the number of outstanding shares of common stock occur after the date of the first issuance of the preferred stock by reason of any split, stock dividend, merger, consolidation, or other capital change or reorganization affecting the number of outstanding common shares, the number of common shares to be issued to the holder of the preferred shares must be fairly and equitably adjusted by appropriate amendment of this paragraph so as fairly and equitably to preserve, as far as reasonably possible, the original conversion rights of the preferred shares. Any amendment and adjustment necessitated by an increase or reduction in the number of outstanding common shares must be accomplished before any notice of redemption may be given to the preferred shareholders.

Preferred shares converted as provided above may not be reissued. The corporation shall at all times reserve and keep available, solely for the purpose of conversion of its preferred shares, a sufficient number of authorized but unissued common shares to effect the conversion of all preferred shares outstanding, and the corporation shall obtain and keep in force such permits as may be required to enable the corporation lawfully to issue and deliver such number of common shares. On conversion, no fractional common share shall be issued.

ARTICLE IV

GENERAL NATURE OF BUSINESS AND PURPOSES

The general nature of the business to be transacted by this Corporation and purposes shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE V

TERM OF EXISTENCE

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This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the Registered Office of this Corporation is 9310 North Florida Avenue, Tampa, Florida 33612. The name of the initial Registered Agent of this Corporation at that address is Patrick Dennis, 16102 Cambria Court, Tampa, Florida 33647-1167.

ARTICLE VII
BOARD OF DIRECTORS

Its Board of Directors shall manage the business of this Corporation. The initial Board of Directors shall consist of three (3) members. The names and addresses of the members of the first Board of Directors is:

Hubert Lewis
7229 Wareham Drive
Tampa, Florida 33647

Hortense Lewis
7229 Wareham Drive
Tampa, Florida 33647

Patrick Dennis
16102 Cambria Court
Tampa, Florida 33647

The member of the First Board of Directors shall hold office until their successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation. At no time after the resignation of the first three members of the Board of Directors listed above shall the Board of Directors contain less than five (5) directors or have an even number of directors.

ARTICLE VIII
INCORPORATORS

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The names, position and addresses of the person signing these Articles of Amendment of Articles of Incorporation is:

Patrick Dennis
President and Chairman of the Board
16102 Cambria Court
Tampa, Florida 33647

ARTICLE IX
VOLUNTARY DISSOLUTION

This corporation may be dissolved prior to the time fixed in these articles of incorporation by an affirmative vote of stockholders holding seventy-five percent (75%) of its voting capital stock at a meeting of the stockholders called for that purpose in the manner, not inconsistent with law, set forth in the bylaws. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida Business Corporation Act.

ARTICLE X
INVOLUNTARY DISSOLUTION—
AUCTION OF SHARES IN LIEU OF DISSOLUTION

1. Any stockholder shall have the right at any time to submit to arbitration the question of whether grounds for involuntary dissolution exist, as such grounds are specified in paragraph 2 hereunder, and, on a finding that such grounds exist, the arbitrator, who shall be appointed as specified in paragraph 3 hereunder, shall order that the stock of such shareholder or shareholders as the arbitrator shall designate shall be sold to the highest bidder among such shareholders as he or she shall designate, provided that such stock shall in no event be sold for less than the shares fair market value as determined by the "Adjusted (Net) Asset Method" as defined by Shannon P. Pratt, in Business Valuation Body of Knowledge Exam Review and Professional Reference, second edition or any later edition, published by John Wiley Sons, Inc., Hoboken, New Jersey, as shall be determined by the arbitrator using the methodology described therein. In the event the designated shareholders fail or refuse to enter a bid or fail or refuse to enter a bid in excess of the minimum price specified above, the arbitrator shall order one or more of such bidding shareholders to buy such stock at the minimum price.

2. As used here, the term "grounds for dissolution" shall mean any one or more of the following:

(a) The directors are deadlocked in the management of the corporate affairs, the shareholders are unable to break the deadlock and irreparable injury to the corporation is being suffered or is threatened by the deadlock;

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(b) The shareholders are deadlocked in voting power and have failed to elect successors to directors whose terms have expired or would have expired on qualification of their successors; or

(c) The corporate assets are being misapplied or wasted.

3. Arbitration shall be held in the City of Orlando, State of Florida, and shall be conducted by one arbitrator selected from the panel of the American Arbitration Association with the rules and regulations of that Association. Judgment on the award of the arbitrator may be entered in any court having jurisdiction.

IN WITNESS WHEREOF, I, the undersigned, being the President and Chairman of the Board of Directors of Golden Touch Restaurant and Bakery, Inc., heretofore named, for the purpose of amending the Articles of Incorporation of this corporation, have executed these Articles of Amendment of Articles of Incorporation, which have been proposed and recommended by the Board of Directors to the Shareholders and approved and adopted by the shareholders on May 22, 2003, hereby declaring and certifying that the facts herein stated are true, on this 26 day of May, 2003.



Patrick Dennis

President and Chairman of the Board of Directors

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**GOLDEN TOUCH RESTAURANT AND BAKERY, INC.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: GOLDEN TOUCH RESTAURANT AND BAKERY, INC.

2. The name and address of the Registered Agent of the Corporation is:

Patrick Dennis
16102 Cambria Court
Tampa, Florida 33647

3. The address of the Registered Office of the Corporation is: 9310 North Florida Avenue, Tampa, Florida 33612.

GOLDEN TOUCH RESTAURANT AND BAKERY, INC.

By: Patrick Dennis
PATRICK DENNIS
President and Chairman of the Board of Directors

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of GOLDEN TOUCH RESTAURANT AND BAKERY, INC., 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, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.

Patrick Dennis

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TO: Department of State P.011

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PATRICK DENNIS, Registered Agent

Dated: May 26, 2003.

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