

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

EFFECTIVE DATE

**06-01-03**

From:

Account Name : COHEN, CHASE, HOFFMAN & SCHIMMEL, P.A.  
Account Number : 102450002676  
Phone : (305) 670-0201  
Fax Number : (305) 670-6152

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**THE BBQ DEPOT, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

**06-06-03**  
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ARTICLES OF INCORPORATION  
OF  
THE BBQ DEPOT, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is THE BBQ DEPOT, INC.

EFFECTIVE DATE  
06-01-03

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the 1<sup>st</sup> day of June, 2003; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
7,500	\$1.00	Class A Voting Common
7,500	\$1.00	Class B Non-Voting Common

The relative rights, privileges and limitations of Class A Voting Common Shares and Class B Non-Voting Common Shares shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Shares and, except as otherwise required by law, the holders of Class B Non-Voting Common Shares shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

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The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

#### ARTICLE V - OFFICERS

The initial officers of the Corporation shall be:

President .....	Robert P. Hollander
Vice President .....	Michael A. Hollander
Secretary .....	Michael A. Hollander
Treasurer .....	Michael A. Hollander

#### ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at 5881 Pembroke Road, Hollywood, Florida 33023. The corporation's mailing address shall, initially, be located at the same address.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

##### REGISTERED AGENT

Joseph Barry Schimmel, Esquire

##### STREET ADDRESS OF REGISTERED OFFICE

9400 S. Dadeland Boulevard, Suite 600  
Miami, Florida 33156

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors 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. The initial directors of this corporation are:

##### DIRECTOR

Robert P. Hollander

Michael A. Hollander

##### ADDRESS

5881 Pembroke Road  
Hollywood, Florida 33023

5881 Pembroke Road  
Hollywood, Florida 33023

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ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

NAME

ADDRESS

Joseph Barry Schimmel, Esquire

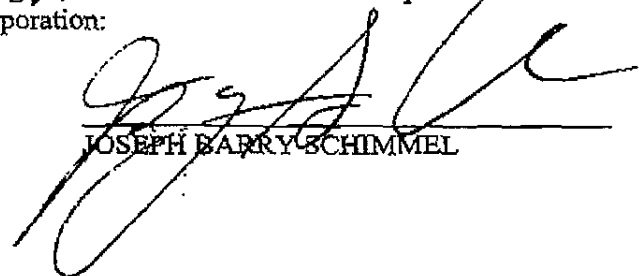
9400 S. Dadeland Boulevard, Suite 600  
Miami, Florida 33156

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of June, 2003.

Incorporator:

  
JOSEPH BARRY SCHIMMEL

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:

  
JOSEPH BARRY SCHIMMEL

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