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TALLAHASSEE, FLORIDA

QB 9/17

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VALIDATION ONLY

9/12/03

Requestor's Name

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CORPORATION(S) NAME

WM & B, INC.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

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03 SEP 17 AM 10:40  
DIVISION OF CORPORATIONS

September 15, 2003

EMPIRE

SUBJECT: WM & B, INC.  
Ref. Number: W03000026279

We have received your document for WM & B, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filings Section

Letter Number: 003A00051073

# ARTICLES OF INCORPORATION

for  
McCall & Benoy, Inc.

FILED  
03 SEP 17 PM 1:0  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned incorporator, KIM WILSON-McCALL, of legal age, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

## ARTICLE I

### Corporate Name

The name of the corporation shall be McCall & Benoy, Inc.

## ARTICLE II

### Principal Office

The principal place of business and mailing address of this corporation shall be:

808 Tivoli Circle - Apt 102

Deerfield Beach, FL 33441

with the privilege of having its office and branch offices at other places within or without the State of Florida.

## ARTICLE III

### General Nature of Business

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as a natural person might or could do, viz:

A. Restaurant management and to do any and all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida;

B. To purchase, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, distribute or deal in goods, wares, merchandise, real and personal property of every kind and description;

C. To conduct all types of business and operations; to have one or more offices and hold, purchase, sell, assign, transfer, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States.

D. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contracts for any such service or product, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of this corporation;

E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed or other lawful instrument, real estate or mixed property located in the state of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, merchandise and any interest or estate therein, and to create, own, lease sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property or merchandise; to grant, sell and otherwise deal in franchises and licenses;

F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgage, trust deed, pledges or other securities for the payment of same;

G. To act as agent, broker, or attorney in fact for any persons, firms, or corporations in buying, selling and dealing in real or personal property, merchandise or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to;

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for the same in cash, stocks or bonds of the Company or otherwise;

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder;

J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account to realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interests in trusts mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industry or other business concerns, firms associations and corporations, to institute, participate in or promote commercial merchandise, financial and industrial enterprises and operations;

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner;

L. To enter into any partnership, limited or general, as Limited or General partner, or both, and to enter into any other arrangement for profit-sharing, union, or interest, or cooperation, with any

corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholder's quorum or vote;

N. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property of otherwise;

O. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

#### **ARTICLE IV**

##### **Capital Stock**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: *Five hundred (500) shares, the par value of which shall be \$1.00 each.*

#### **ARTICLE V**

##### **Minimum Capital**

The amount of capital with which this corporation shall commence business shall not be less than: *Five Hundred Dollars (\$500.00).*

#### **ARTICLE VI**

##### **Perpetuity and Dissolution**

This corporation shall exist perpetually unless sooner dissolved according to law.

#### **ARTICLE VII**

##### **Initial Registered Agent and Street Address**

The name and Florida street address of the initial registered agent is:

*KIM WILSON-McCALL*

*808 Tivoli Circle - Apt 102 Deerfield Beach, Fl 33441*

with the privilege of having its office and branch offices at other places within or without the State of Florida.

**ARTICLE VIII**  
**Board of Directors**

The number of Directors of this corporation shall be:

*Not less than one (1), no more than five (5)*  
and

*the initial Board of Directors of this corporation is comprised of one (1) member.*

The name and street address of the person who is appointed to act as Director until the first annual meeting of the stockholders or until the successors are elected and shall qualify is:

*KIM WILSON-McCALL*  
*808 Tivoli Circle - Apt 102 Deerfield Beach, Fl 33441*

**ARTICLE IX**  
**Incorporator**

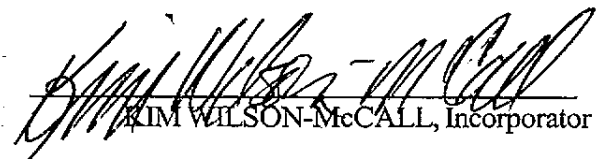
The name and address of the incorporator of the Corporation and the person signing these Articles of Incorporation as subscriber *and* the number of shares agreed to purchase are as follows:

NAME	ADDRESS	SHARES
KIM WILSON-McCALL	808 Tivoli Circle - Apt 102 Deerfield Beach, Fl 33441	30%
SHANE BENOY	808 Tivoli Circle - Apt 102 Deerfield Beach, Fl 33441	40%
ESDRIC McCALL	808 Tivoli Circle - Apt 102 Deerfield Beach, Fl 33441	30%

**These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitles to vote thereon.**

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinafter named, and for the purpose of forming a corporation of the State of Florida, do make and file the Certificate, hereby declaring and certifying that the facts herein states are true and agree to take the number of shares of stock herein above set forth, and have executed these articles of incorporation and accordingly have hereunto set my hand and seal this 10<sup>th</sup> day of September, 2003 at Pompano Beach, in Broward County, Florida.

9/10/03  
Date

  
KIM WILSON-McCALL, Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared KIM WILSON-McCALL to me well known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation and acknowledged to and before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this 10 day of September, 2003.

My Commission No.:  
My Commission Expires:



Barbara S. Curtis  
Commission #DD163970  
Expires: Dec 18, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

Barbara S. Curtis  
Notary



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
03 SEP 17 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**McCall & Benoy, Inc.**  
FIRST: That desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Deerfield Beach and of the State of Florida, has named *KIM WILSON-McCALL* located at *808 Tivoli Circle, Apt 102 Deerfield Beach, Fl 33441* as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

*Having been named as registered agent and to accept service of process for 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, and I am familiar with and accept the obligations of my position as registered agent.*

*Sept. 11 2003*  
Date

*Kim Wilson-McCall*  
KIM WILSON-McCALL/Registered Agent  
WM & B, Inc.