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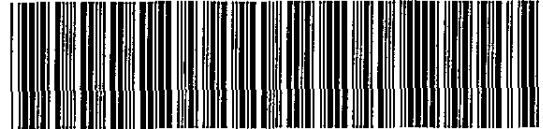
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert A. Rosenberg



ATTORNEY AT LAW

28960 U.S. 19 NORTH, SUITE 100
CLEARWATER, FLORIDA 33761

OFFICE (727) 771-878
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March 24, 2004

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

Subject: **ATHLETIC CAFÉ, INC.**

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation. Additionally enclosed is a check in the amount of \$70.00 for the filing fees. Upon filing the enclosed, please return a stamped copy to the address below.

PLEASE SEND COPY TO:

ROBERT A. ROSENBERG, ESQ.
28960 U.S. HIGHWAY 19 NORTH, SUITE #100
CLEARWATER, FLORIDA 33761

Telephone Number: (727) 771-8787
Fax Number: (727) 781-1387

Very truly,

A handwritten signature in black ink, appearing to read 'Robert A. Rosenberg'.

Robert A. Rosenberg, Esq.
Enc.

**ARTICLES OF INCORPORATION
FOR
ATHLETIC CAFÉ, INC.**

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ARTICLE I – NAME

This corporation shall be named **ATHLETIC CAFÉ**.

ARTICLE II – DURATION

The duration of the corporation shall be perpetual.

ARTICLE III – PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV – AUTHORIZED STOCK

The corporation is authorized to issue five thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V – INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is LOUIE ZAROOUR. The street address of the initial registered office of the corporation for service of process shall be 1903 LUMSDEN ROAD, BRANDON, FL 33511.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The corporation initially shall have two (2) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The names and addresses of the initial directors of the corporation are:

LOUIE ZAROOUR

1903 LUMSDEN ROAD
BRANDON, FL 33511

KEVIN DONOFRIO

1903 LUMSDEN ROAD
BRANDON, FL 33511

ARTICLE VII – INCORPORATOR

The name and address of each incorporator of the corporation is

LOUIE ZAROOUR

1903 LUMSDEN ROAD
BRANDON, FL 33511

ARTICLE VIII – PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 1903 LUMSDEN ROAD, BRANDON, FL 33511. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX – BY LAWS

The board of director(s) at the organizational meeting shall adopt the initial bylaws of the corporation. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X – POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI – PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same

shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII – AMENDMENT OF ARTICLES

The corporation reserves the rights to amend, alter, change, or repeal any provision or provisions contained in these Articles or Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholder of the corporation are granted subject to this reservation.

ARTICLE XIII – COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of March, 2004



LOUIE ZAROOR, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

March The foregoing instrument was acknowledged before me this 24th day of March, 2004, by LOUIE ZAROOR, who is personally known to me or who has produced N/A (type of identification) as identification.



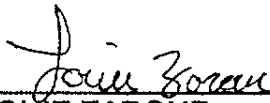
Signature of Person Taking Acknowledgment
(NOTARY SEAL)



Robert A. Rosenberg
My Commission DD165591
Expires January 01 2007

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for **ATHLETIC CAFÉ, INC.**, a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 24th day of March, 2004.



LOUIE ZAROOUR
1903 LUMSDEN ROAD
BRANDON, FL 33511

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TALLAHASSEE, FLORIDA