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TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

FLORIDA PROFIT CORPORATION OR P.A.

SHEILA'S RESTAURANT & BAKERY, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 31, 2004

EMPIRE

SUBJECT: SHEILA'S RESTAURANT & BAKERY, INC.  
REF: W04000012593

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6

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**ARTICLES OF INCORPORATION  
OF  
SHEILA'S RESTAURANT & BAKERY, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

**ARTICLE I**

The name of the corporation is SHEILA'S RESTAURANT & BAKERY, INC.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

**ARTICLE III**

The corporation is organized for the purposes of Retail Produce and Seafood and any other business.

**ARTICLE IV  
CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Prepared by Colin Robinson  
ROBINSON & COMPANY  
17645 NW 27TH AVE, MIAMI, FL 33056 PHONE: (305) 621-7555/6579

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**ARTICLE V**

The name of the initial registered agent of this corporation is SHEILA THOMPSON, The street address of the initial registered office of the corporation in the State of Florida is 7160 KIMBERLY BLVD, N LAUDERDALE FL. 33068

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (2) initial director(s). The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Director are:

ORAL THOMPSON

7160 KIMBERLY BLVD  
N. LAUDERDALE FL 33068

SHEILA THOMPSON

7160 KIMBERLY BLVD  
N. LAUDERDALE FL 33068**ARTICLE VII  
INCORPORATION**

The name and address of the incorporator of these articles of Incorporation is SHEILA THOMPSON, of 7160 KIMBERLY BLVD, N. LAUDERDALE FL 33068.

**ARTICLE VIII  
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.


**ARTICLE IX  
INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

**ARTICLE X  
AMENDMENT**

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 30 day of March 2004.

  
**Juliet A. Allen**  
Commission # DD 006209  
Expires April 13, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
**SHEILA THOMPSON**

STATE OF FLORIDA )  
 )  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared SHEILA THOMPSON known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 30 day of March 2004.



Juliet A. Allen  
Commission # DD 006209  
Expires April 13, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

*Juliet A. Allen*  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: 04-13-05

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5

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that SHEILA'S RESTAURANT & BAKERY INC, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 7160 KIMBERLY BLVD. N LAUDERDALE FL 33068, has named SHEILA THOMPSON of 7160 KIMBERLY BLVD, N.LAUDERDALE FL 33068, as its agent to accept service of process within Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 30 day of March, 2004.

BY:   
SHEILA THOMPSON  
Registered Agent

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TALLAHASSEE, FLORIDA

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