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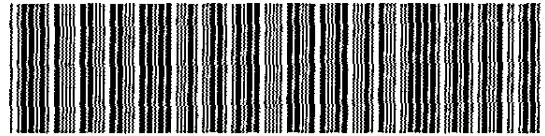
(Business Entity Name)

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04 APR 16 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 12, 2004

PERRY & KERN, P.A.
50 S.E. FOURTH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: D & P HOLDINGS, INC.
Ref. Number: W04000014100

We have received your document for D & P HOLDINGS, 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) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 704A00023903

PK

PERRY & KERN, P.A.
ATTORNEYS AT LAW

50 S.E. FOURTH AVENUE
DELRAY BEACH, FLORIDA 33483

TELEPHONE 561.276.4146
FACSIMILE 561.276.3859

April 14, 2004
Via Federal Express

MARK A. PERRY
KEITH D. KERN
REAL ESTATE PARALEGAL
MICHELLE D. EDWARDS
LEGAL ASSISTANTS
SALLY M. TAYLOR
JENNIFER L. TORRENCE

Florida Department of State
Division of Corporations
Attention: Neysa Culligan
Document Specialist
403 E. Gaines St.
Tallahassee, FL 32314

RE: PT & DP HOLDINGS, INC.
Letter Number 704A00023903

Dear Ms. Culligan:

Pursuant to our telephone conversation of today, enclosed herewith please find your letter of April 12, 2004, an original and one photocopy of the Articles of Incorporation regarding the above-referenced corporation. You stated that you had our check number 22515 in the amount of \$78.75 and would apply it to this corporation.

If everything appears to be in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,



Sally Slaton
Assistant to Mark A. Perry

:sms
Enclosures

**ARTICLES OF INCORPORATION
OF**

PT & DP HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is PT & DP HOLDINGS, INC.

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of this corporation is 636 East Atlantic Avenue, Suite 202, Delray Beach, FL 33483.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1000), which shares shall be common stock having a one dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 50 S.E. 4th Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is Mark A. Perry, Esq.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this corporation is:

PIERRE THERIEN, 636 East Atlantic Avenue, Suite 202 Delray Beach, FL 33483.

ARTICLE VI - PURPOSE

The general nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

1. To engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent, or sell such business or businesses, and the doing of any and all other business incidental thereto, or connected therewith, and the doing of any and all other business incidental thereto, or connected therewith.

ARTICLES OF INCORPORATION OF PT & DP HOLDINGS, INC.

B. To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties and buildings and to have, enjoy and exercise all of the rights, powers and privileges which are now, or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

C. To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PIERRE THERIEN	636 East Atlantic Avenue, Suite 202 Delray Beach, FL 33483.

ARTICLE VIII- INITIAL OFFICERS

The name and address of the initial Officers of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

PIERRE THERIEN
636 East Atlantic Avenue, Suite 202, Delray Beach, FL 33483
President/Director

DOMINICK PAGANO
636 East Atlantic Avenue, Suite 202, Delray Beach, FL 33483
Vice President / Secretary Treasurer/Director

ARTICLE IX - BYLAWS

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

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - INFORMAL ACTION

If all of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by this corporation, and the writings evidencing their consent are filed with the Secretary of this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of April, 2004.


PIERRE THERIEN

Having been named as registered agent for the above-named corporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes, this 14th day of April, 2004.


MARK A. PERRY
Registered Agent

04 APR 16 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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