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TRANSMITTAL LETTER

June 9th, 2005

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

SUBJECT: **JU-ST ROYAL FOODS INC.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 (Filing Fee: \$35.00 for articles of incorporation filing, \$35.00 for designation of resident agent and \$8.75 for a Certified Copy).

Please forward the filed articles of incorporation directly to our attorney's attention: **Seth T. Weinstein, Esq. of Sokoloff & Weinstein, P.A., Attorneys at Law, 11440 Okeechobee Blvd., Suite 104, Royal Palm Beach, Florida, 33411.** A self-addressed stamped envelope is enclosed for your convenience. Thank you for your anticipated cooperation.

FROM: TONI STOJANOVSKI and CSILLA JUKMENCUKS, Co-Directors

JU-ST ROYAL FOODS INC.

1128-106 ROYAL PALM BEACH BOULEVARD

ROYAL PALM BEACH, FLORIDA 33411

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DIVISION OF CORPORATIONS
05 JUN 13 PM 2:10

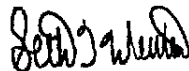
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, and the provisions of Florida Statute Section 607.0501, the following is submitted, in compliance with said Act:

That **JU-ST ROYAL FOODS INC.**, a corporation desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 1128-106 Royal Palm Beach Boulevard, Royal Palm Beach, Florida, 33411, has named Seth T. Weinstein, Esq., of Sokoloff & Weinstein, P.A. whose address is 11440 Okeechobee Blvd., Suite 104, City of Royal Palm Beach, County of Palm Beach, State of Florida, 33411 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



SETH T. WEINSTEIN, ESQUIRE
Sokoloff & Weinstein, P.A.
Registered Agent
For: JU-ST ROYAL FOODS INC.

ARTICLES OF INCORPORATION

OF

JU-ST ROYAL FOODS INC.

05 JUN 13 PM 2:46

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida as a For Profit Corporation, under **Florida Statute Chapter 607**.

ARTICLE I

The name of the corporation shall be:

JU-ST ROYAL FOODS INC.

ARTICLE II

The general nature of the business to be transacted by this corporation under *Florida Statute Chapter 607* as a for-profit corporation with the specific purpose of rendering services to the public as a retail food establishment or restaurant.

Additionally, the corporation reserves the right:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, licenses in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and seal or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same other character of business.

[REDACTED]

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety or any other person, firm, or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

The foregoing shall be construed as both object and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE IV

The corporation shall be capitalized as follows: The total number of shares of common capital stock authorized shall be seven hundred (700) shares of common stock having an initial par value of \$100.00 (one hundred dollars) per share.

All or any part of said capital stock may be paid for in cash, in property (excepting stock and securities in labor or services or any combination thereof) at a fair valuation to be fixed by the incorporator at a meeting called for such purpose. All stock when issued and fully paid shall be non-assessable. These shares shall be designated "common shares".

The Board of Directors is authorized to issue "Section 1244 Stock" as defined in Section 1244 of the Internal Revenue Code.

Any shareholder and any representative of a deceased or incompetent shareholder of JU-ST ROYAL FOODS INC. may sell or transfer his/her shares in such corporation.

Initially, three hundred and fifty (350) shares of said common stock will be issued to TONI STOJANOVSKI, Co-Director and three hundred and fifty (350) shares of said common stock will be issued to CSILLA JUKMENCUKS, Co-Director, with the corporation having the ability to issue new shares of common stock for future expansion as empowered by these Articles and by

Florida Law. All corporate shares held by TONI STOJANOVSKI and CSILLA JUKMENCUKS, the Co-Directors of JU-ST ROYAL FOODS INC., shall be held as Tenants-In-Common, and **not** as Joint Tenants with Rights of Survivorship.

ARTICLE V

This corporation shall have two Co-Directors initially. The number of Directors may be increased (or, at a later date, should there be more than Director, diminished) from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and address of the member of the first Board of Directors are:

TONI STOJANOVSKI, CO-DIRECTOR

JU-ST ROYAL FOODS INC.

3508 BRIAR BAY BLVD., #205

WEST PALM BEACH, FLORIDA 33411

And

CSILLA JUKMENCUKS, CO-DIRECTOR

JU-ST ROYAL FOODS INC.

121 DERBY LANE

ROYAL PALM BEACH, FLORIDA 33411

The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who at the request of the Board of Directors of the

corporation may serve or at any time have served as Directors or Officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, fines, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of his/her duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-Laws which may be drafted contemporaneous with these Articles of Incorporation or at a later date, agreement, vote of stockholders, or otherwise.

ARTICLE VI

The name and address of the persons signing these Articles of Incorporation as incorporators are:

TONI STOJANOVSKI

JU-ST ROYAL FOODS INC.

3508 BRIAR BAY BLVD., #205

WEST PALM BEACH, FLORIDA 33411

And

CSILLA JUKMENCUKS

JU-ST ROYAL FOODS INC.

121 DERBY LANE

ROYAL PALM BEACH, FLORIDA 33411

ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others).

ARTICLE VIII

The principal place of business of this corporation shall be in the Village of Royal Palm Beach, Florida.

Although the business anticipates obtaining commercial retail space in the near future, until that time, the street address of the initial registered and principal office of this corporation in the state of Florida shall be:

JU-ST ROYAL FOODS INC.

1128-106 ROYAL PALM BECH BOULEVARD
ROYAL PALM BEACH, FLORIDA 33411

The name of the registered agent of this corporation at that address is:

SETH T. WEINSTEIN, ESQ.

SOKOLOFF & WEINSTEIN, P.A.

11440 OKEECHOBEE BOULEVARD

SUITE 104

ROYAL PALM BEACH, FLORIDA 33411

ARTICLE IX

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time

conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article IX.

ARTICLE X

The power to adopt amend, alter, change or repeal any provision herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein shall be vested in the shareholders subject to this reservation.

THE REMAINDER OF THIS PAGE SHALL BE INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 9 day of June, 2005.

Toni Stojanovski
TONI STOJANOVSKI, Incorporator

CSilla Jukmencuks
CSILLA JUKMENCUKS, Incorporator

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared TONI STOJANOVSKI and CSILLA JUKMENCUKS, to me well known to be the person described as the incorporator, who provided FDL as identification, and who executed the foregoing Articles of Incorporation and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 9 day of June, 2005.

Sarah Phillabaum
NOTARY PUBLIC, STATE OF FLORIDA

Sarah Phillabaum
Name typed or printed
Commission No.:
Commission Expires:



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