

# P05000104143

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.

Account Number : T20000000257

Phone : (850) 224-8870

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FLORIDA PROFIT CORPORATION OR P.A.

Bada Bing, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Capital Connection, Inc.

7/27/05

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07/26 '05 15:25 NO.514 02/07  
PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 26, 2005

YOUR CAPITAL CONNECTION

SUBJECT: BADA BING, INC.  
REF: W05000035344

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Justin M Shivers  
Document Specialist  
New Filings Section

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RECEIVED  
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**ARTICLES OF INCORPORATION**  
**OF**  
**BADA BING OF SOUTH FLORIDA, INC.**

**FILED**  
**05 JUL 26 AM 9:37**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

Bada Bing of South Florida, Inc.

The principal place of business of this corporation shall be 10101 Collins Avenue, #8C, Bal Harbour, FL 33154.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 633 SE 3<sup>rd</sup> Avenue, Suite 4-R, Fort Lauderdale, Florida 33301, and the name of the initial resident agent of the corporation at that address is Maffei & Maffei, P.A.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. CORPORATE INDEMNIFICATION PLAN**

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request

of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

#### **ARTICLE VII. PREEMPTIVE RIGHTS**

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 at the price at which it is offered to others.

**ARTICLES IX. DIRECTORS**

This corporation shall have One (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The name and address of the initial Director of the Corporation is:

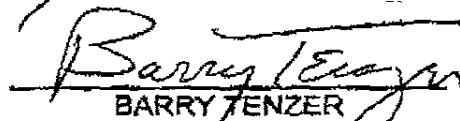
Barry Tenzer  
10101 Collins Ave., #8C  
Bal Harbour, FL 33154

**ARTICLE X. SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

Barry Tenzer  
10101 Collins Ave., #8C  
Bal Harbour, FL 33154

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 22<sup>nd</sup> day of July, 2005.

  
BARRY TENZER

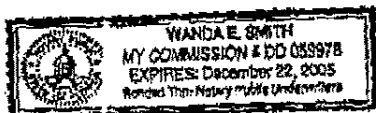
(STATE OF FLORIDA)

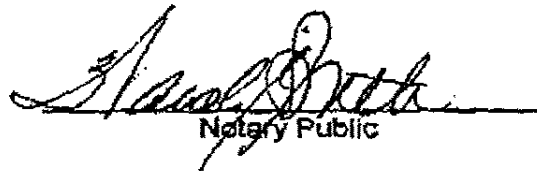
(COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 22 day of July, 2005 by BARRY TENZER who is personally known to me and who did take an oath.

ID# T.526060322070

DRIVER'S LICENSE



  
Notary Public

CAPITAL CONNECTION

850 222 1222

07/26 '05 15:26 NO.514 07/07

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

By  Pres.  
Maffei & Maffei, P.A.

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05 JUL 26 AM 9:37  
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TALLAHASSEE, FLORIDA

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