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DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch JUN 12 2006

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. NICOBELLA, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Limited Liability

☐ Domestication

☐ Other

**AMENDMENTS**

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

**OTHER FILINGS**

☐ Annual Report

☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

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2006 JUN -9 PM 1:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NicoBella, Inc.**

THE UNDERSIGNED hereby associate themselves for the purpose of becoming a corporation pursuant to Florida Statutes 621 and 607 under the laws of the State of Florida (Florida General Corporation Act F.S. 607), as they now exist or may be amended, pursuant to the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is:

NicoBella, Inc. and the principle place of business and mailing address is 1301 S.W. 142<sup>nd</sup> Ave., H-201, Pembroke Pines, Florida 33027.

**ARTICLE II**

The duration of this corporation shall be perpetual and shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III**

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Laws of the State of Florida pursuant to Florida Statutes 621 and 607. The specific nature of the corporation is a restaurant.

**ARTICLE IV**

The total authorized shares:

1. Common Shares 100 Shares valued at \$10.00 a share to Elaine Lefkowitz.
2. Common Shares 100 Shares valued at \$10.00 a share to Sanford Lefkowitz.

2. Preferred Shares none.
3. A statement of all or any of the relative rights, preferences and limitations of the shares are as follows:

Each Shareholder is a member of the Board of Directors and elects and appoints one member as an officer of the corporation.

4. All Shares of common stock are not transferable and are restricted. The corporation has the sole option to buy back the shares at their value within 90 days of notification that a shareholder has died, has been declared incompetent, retired, or no longer wants to be associated with the corporation.
5. If a vacancy exists on the Board of Directors the shareholder that elected the prior director may appoint a director to fill the position.

#### **ARTICLE V**

The holders of the outstanding common stock shall be entitled to receive, when and as declared by a majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of common stock of the corporation.

#### **ARTICLE VI**

Every shareholder, upon the sale for cash of any new stock of this corporation of common stock, 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 VII**

This corporation shall have all those rights, powers and duties as delineated in Florida Statutes, Chapter 621 and 607, as it now exists or may be hereafter amended: including but not limited to any lawful purpose pursuant to the Laws of the State of Florida.

1. The address of the registered office is:  
1301 S.W. 142<sup>nd</sup> Ave., H-201, Pembroke Pines, Florida 33027.
2. The name of the registered agent at the registered office is:  
Elaine Lefkowitz.

#### **ARTICLE VIII**

The names and addresses of the incorporators are as follows:

Elaine Lefkowitz, 1301 S.W. 142<sup>nd</sup> Ave., H-201, Pembroke Pines, Florida 33027.  
Sanford Lefkowitz, 1301 S.W. 142<sup>nd</sup> Ave., H-201, Pembroke Pines, Florida 33027.

#### **ARTICLE IX**

1. The shareholders may amend these articles of incorporation by a majority vote of the shareholders. All Shareholders must be present at the meeting to have a quorum.
2. The officers of the corporation can only be removed by the director who appointed that officer.
3. The shareholders must amend the by-laws by a majority vote.

#### **ARTICLE X**

This corporation shall have two (2) Director initially. The number of the Directors may either be increased or decreased from time to time and will be reflected in the By-laws of this corporation, but shall never be less than one (1) director.


The names and addresses of the initial directors of this corporation are:

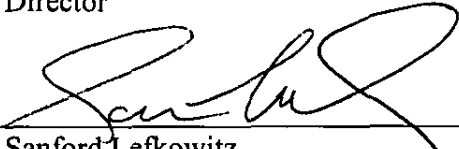
1. Elaine Lefkowitz, Director, Secretary and Treasurer, 1301 S.W. 142<sup>nd</sup> Ave., H-201, Pembroke Pines, Florida 33027.
2. Sanford Lefkowitz, Director, President, 1301 S.W. 142<sup>nd</sup> Ave., H-201, Pembroke Pines, Florida 33027.

**ARTICLE XI**

This corporation reserves the right to repeal any provision or provisions contained in these articles of incorporation or any amendment hereto, and any right conferred on the shareholders is subject to this reservation.

The undersigned subscribers have executed these Articles of Incorporation this 7 day of June, 2006.

  
\_\_\_\_\_  
Elaine Lefkowitz  
Director

  
\_\_\_\_\_  
Sanford Lefkowitz  
Director

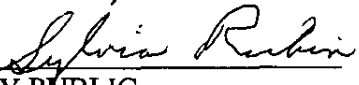
STATE OF FLORIDA     )  
                                      )  
COUNTY OF BROWARD )

Before me, the undersigned authority, personally appeared Elaine Lefkowitz and Sanford Lefkowitz, and to me well known to be the person who executed the foregoing amended Articles of Incorporation and acknowledge before me according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal hereunto this 7th day of June, 2006.



My Commission

  
\_\_\_\_\_  
NOTARY PUBLIC