

Nov-16-2006

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From-RUDEN MCCLOSKEY 17 FL ST

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Florida Department of State  
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Account Number : 076077000521  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Jerk Machine (Port Everglades), Inc.**

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**ARTICLES OF INCORPORATION**

**OF**

**JERK MACHINE (PORT EVERGLADES), INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation shall be:

Jerk Machine (Port Everglades), Inc.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation is: 111 N.W. 2<sup>nd</sup> Street, Fort Lauderdale, Florida 33301.

**ARTICLE III**

**AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$0.01 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each share of Common Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefore. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock

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are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

#### ARTICLE IV

##### LIABILITY OF DIRECTORS

To the fullest extent permitted by the laws of the State of Florida, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same may hereafter be amended or supplemented, or (iv) for any transaction from which the director derived an improper personal benefit. If the laws of the State of Florida are amended after the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent so permitted. Any amendment, modification or repeal of this Article IV shall not adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, modification or repeal.

## **ARTICLE V**

### **INDEMNIFICATION**

Each person who is or was a director, officer, employee, or agent of the Corporation, and each such person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted from time to time by the laws of the State of Florida or any other applicable laws as presently or hereafter in effect. The Corporation shall advance the expenses incurred by any of the foregoing persons in defending actions against them to the full extent permitted by applicable law. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided by this Article V. Any amendment, modification or repeal of this Article V shall not adversely affect any right or protection existing hereunder at the time of such amendment, modification or repeal.

## **ARTICLE VI**

### **ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is: 111 N.W. 2<sup>nd</sup> Street, Fort Lauderdale, Florida 33301, and the initial registered agent of this Corporation at that address shall be Catherine A. Malcolm.

**ARTICLE VII  
INCORPORATOR**


The name and street address of the person signing these Articles of Incorporation is:

Catherine A. Malcolm  
111 N.W. 2<sup>nd</sup> Street  
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, I have heretanto subscribed my hand and seal this 25<sup>th</sup> day of  
October, 2006.

  
Catherine A. Malcolm, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

  
Catherine A. Malcolm, Registered Agent