

JAN-24-1995 16:18 FROM EMPIRE

TO

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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33136-

302-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A

NAME: A BOOK CAFE, INC.

FAX AUDIT NUMBER: H95000000963

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/24/1995

TIME REQUESTED: 15:29:48

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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JAN-24-1995 16:18 FROM EMPIRE

TO

19049224000 P.02

**SERIL L. GROSSFELD**

ATTORNEY AT LAW, P.A.

(6)

SERIL L. GROSSFELD

6 NIMTHEAST 8TH STREET  
PORT LAUDERDALE, FLORIDA 33514

19041763-7100

January 24, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: A BOOK CAFE, INC.

To Whom It May Concern:

Enclosed please find an original and copy of the Articles of Incorporation for the above named corporation, together with a check in the amount of \$122.50 which represents:

\$ 35.00

Filing Fee

52.50

Certified Copy

35.00

Designation of Resident Agent

Please return the certified copy of the Articles of Incorporation to my office as indicated above.

Thanking you in advance for your prompt assistance with these matters.

Sincerely,



(He.) Seril L. Grossfeld

SLG/sq

/encs.

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ARTICLES OF INCORPORATION  
OF  
A BOOK CAFE, INC.

The undersigned acting as incorporator of a corporation under Section 607, Florida Statutes, 1990, the Florida Corporation Act, as may be amended from time to time, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: A BOOK CAFE, INC. and its principal office is 4405 W. Tradewinds Ave., Lauderdale-by-the-Sea, FL 33308.

ARTICLE II

The corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

The corporation is organized to conduct any and all lawful business, including but not limited to: retail and wholesale sales, advertising and marketing of books and other literary and artistic works and products; and establishment and operation of retail food and beverage establishment.

ARTICLE IV

The initial capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE V

Any stock issued by this corporation, if qualified, may be entitled to treatment within the meaning of Section 1244 of the Internal Revenue Code.

THESE ARTICLES OF INCORPORATION PREPARED BY:  
SERIL L. GROSSFELD, ATTORNEY AT LAW, P.A.  
Seril L. Grossfeld, Esq., FLA BAR NO. 229512  
8 S.E. 8th St.  
Ft. Lauderdale, FL 33316  
(305) 763-7100

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ARTICLE VI

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares. All said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE VII

This corporation shall indemnify and insure its officers and directors, or any former officers and directors, to the fullest extent permitted by law now or hereafter.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders may provide in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of one or more persons, and the Directors may rely on information, opinions, reports or statements, including financial data prepared or presented to such committees.

ARTICLE X

The address of the initial registered office of the corporation is 6 S.E. 8th St., Fort Lauderdale, FL. 33316, with the privilege of having its offices and branch offices at other places within or without the State and the name of the initial registered agent at such address is: SERIL L. GROSSFELD, Esq.

ARTICLE XI

The number of Directors constituting the initial Board of Directors of the corporation is one. The shareholders may direct that the Board of Directors may consist of not less than one nor more than five, without amending these Articles of Incorporation. The name and address of the person who is to serve as Director until her successors are elected and shall qualify is:

NAME

JO ANN HOFFMAN

ADDRESS4405 W. Tradewinds Ave.  
Lauderdale-by-the-Sea, FL 33308

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ARTICLE XII

## INCORPORATORS:

NAMEADDRESS

SERIL L. GROSSFELD

8 S. E. 8th St.  
Ft. Lauderdale, FL. 33316ARTICLE XIII

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 23 day of January, 1995.

  
SERIL L. GROSSFELD  
As Incorporator

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

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In pursuance of Chapters 48.091 and 607.0501ff of Florida Statutes, the following is submitted in compliance with that said Act:

FIRST: That A BOOK CAFE, INC., desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Lauderdale-by-the-Sea, State of Florida, has named:

SERIL L. GROSSFELD, Esq.  
8 S. E. 8th St.  
Ft. Lauderdale, FL. 33316

as its agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated 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 said office.

BY:   
SERIL L. GROSSFELD, Esq.  
Resident Agent

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## Bookstore CAFE

August 22, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32301

Re: A Book Cafe, Inc.  
Document P95000006276

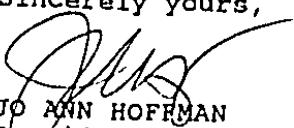
7000001931937  
-05-27-96--01009--0002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To Whom It May Concern:

You are hereby advised that a Book Cafe, Inc. is dissolving pursuant to Florida Statute §607.1403 and, 1405 and 1406. The dissolution was authorized by the Corporation's shareholders and Board of Directors obtaining 100% approval on July 10, 1996.

Wherefore, the corporation is dissolved upon the effective date of its Articles of Disolution.

Sincerely yours,

  
JO ANN HOFFMAN  
President  
1405 West Tradewinds Avenue  
Lauderdale by the Sea, FL 33308

Encl: Articles of Disolution  
\$35.00

FILED  
95 AUG 26 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 2/29

4405 W. Tradewinds Avenue, Lauderdale-By-The-Sea, FL 33308 (305) 772-0023 FAX 772-9124

On The Intracoastal Waterway at Commercial Boulevard

## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: A BOOK CAFE, INC.

SECOND: The date dissolution was authorized: 7/10/96

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

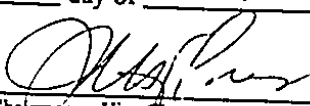
☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 22nd day of August, 19 96

Signature   
(By the Chairman or Vice Chairman of the Board, President, or other officer)

JO ANN HOFFMAN  
(Typed or printed name)

President  
(Title)

FILED  
JUL 26 PM 1:27  
TALLAHASSEE, FLORIDA