

P95000006463

ROSLYN L. STEVENSON, ESQUIRE  
19370 Collins Avenue  
Suite 1401  
Post Office Box 800936  
Aventura, Florida 33280-0936  
Telephone: (305) 931-0929  
Fax: (305) 936-9757

FILED  
95 JAN 20 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VIA EXPRESS MAIL

January 19, 1995

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

00001386477  
-01/23/95--01032--009  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Philippe's Cafe, Inc.

Gentlemen:

Enclosed please find the following:

1. An executed original and one copy of the Articles of Incorporation of the above-referenced corporation;
2. A check made payable to "Secretary of State" in the amount of \$122.50 in payment of filing fees and one certified copy; and
3. Prepaid, self-addressed express mail envelope.

Please file the enclosed Articles and return a certified copy of same to the undersigned in the prepaid express mail envelope enclosed for your convenience.

Should you have any questions with regard to the above, please call me as soon as possible.

Very truly yours,

*Roslyn L. Stevenson*  
Roslyn L. Stevenson

RLS:nsy  
enclosures

cc: Ellen Serres  
Philippe Serres

c:\wp51\forms\corp.sec

B. BROWN JAN 25 1995

FILED  
95 JAN 20 AM 11:44  
SECY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PHILIPPE'S CAFE, INC.

The undersigned do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this Corporation is Philippe's Cafe, Inc.

ARTICLE II  
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III  
CAPITAL STOCK

This Corporation is authorized to issue One Hundred Thousand (100,000) Shares of TEN (\$0.10) CENTS par value common stock, which shall be designated as "Common Shares." All of said Stock shall be payable in cash, property, (real or personal), or labor or services in lieu thereof, at a just valuation to be fixed by the Board of Directors.

ARTICLE IV  
DURATION

This Corporation shall commence its corporate existence on the date of filing these Articles of Incorporation with the Secretary of State, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V  
INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of this Corporation is 13505 Biscayne Boulevard, North Miami Beach, Florida 33181, and the name of the Registered Agent of this Corporation is ROSLYN L. STEVENSON, ESQUIRE, whose address is 19370 Collins Avenue, Suite 1401, Miami Beach, Florida 33160.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name

and address of the Directors of this Corporation are:

PHILIPPE SERRES  
13505 Biscayne Boulevard  
North Miami Beach, Florida 33181

ELLEN L. SERRES  
13505 Biscayne Boulevard  
North Miami Beach, Florida 33181

The initial Officers of this Corporation will be:  
PRESIDENT: PHILIPPE SERRES  
VICE-PRESIDENT, SECRETARY, TREASURER: ELLEN L. SERRES

**ARTICLE VII  
INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is: ELLEN L. SERRES, 13505 Biscayne Boulevard, North Miami Beach, Florida 33181.

**ARTICLE VIII  
INDEMNIFICATION**

The Corporation will indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law, either now existing or hereafter enacted.

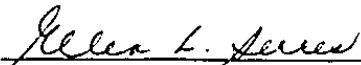
**ARTICLE IX  
BY-LAWS**

The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE X  
AMENDMENTS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed these Articles of Incorporation this 19<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
ELLEN L. SERRES, Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE )

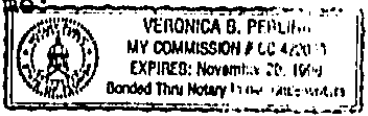
The foregoing Articles of Incorporation were executed and acknowledged before me this 19th day of January, 1995, by ELLEN L. SERRES, who is            personally known to me, or X has produced FDL# 5620-212-1782 as identification, and who did take an oath that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

Veronica S. Pereira  
NOTARY PUBLIC, State of Florida  
Veronica S. Pereira

Notary commission no.,  
expiration date, printed name:

NOV. 20, 1998

Veronica S. Pereira



FILED  
55 JAN 20 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That PHILIPPE'S CAFE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of North Miami Beach, County of Dade and State of Florida, has named ROSLYN L. STEVENSON, ESQ., 19370 Collins Avenue, Suite 1401, Miami Beach, Florida 33160, as its Agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

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 open said Office.

Roslyn L. Stevenson  
ROSLYN L. STEVENSON, Registered Agent