

Richard J. Rosenbaum

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* Also admitted in New York

January 17, 1995

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-01/24/95--01114--000
****122.50 ****122.50

Re: Filing of Articles of Incorporation
Wheeler's Goody Cafe, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced corporation, and a check in the amount of \$122.50 to cover the costs of the filing fee, certified copy and registered agent designation.

Thank you for your attention to this matter. If you have any questions or comments in this regard, please do not hesitate to contact me.

Very truly yours,

R. J. Rosenbaum
Richard J. Rosenbaum

RJR/bk
Enclosures

FILED
1995 JAN 23 PM 4:20
TALLAHASSEE, FLORIDA

RJR
1/23/95
P95-7074

ARTICLES OF INCORPORATION
OF
WHEELER'S GOODY CAFE, INC.

FILED
JUN 23 PM 4:20
1965

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida General Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1. Name. The name of the corporation shall be Wheeler's Goody Cafe, Inc.

Section 1.2. Principal Office and Place of Business. The principal office of the corporation shall be located at 13 South Monroe Avenue, Arcadia, Florida 33821. The corporation may change the location of the foregoing office, transact business at other places within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3. Registered Agent and Office. The Registered Agent for the corporation to accept service of process within the State of Florida shall be the Incorporator. The street address of the Registered Agent is 13 South Monroe Avenue, Arcadia, Florida 33821.

ARTICLE II
DURATION AND COMMENCEMENT

Section 2.1. Duration. The corporation shall have perpetual existence, or until dissolved according to law.

Section 2.2. Commencement of Corporate Existence. The corporation's existence shall commence on the date of the filing hereof by the Department of State.

ARTICLE III
PURPOSE AND POWERS

Section 3.1. Purpose. The general purpose for which the corporation is initially organized shall be for any purpose a corporation can perform under Florida Statutes, and which is not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2. Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida General Corporation Act.

ARTICLE IV
AUTHORIZED SHARES

Section 4.1. Class, Number and Par. The shares of stock authorized hereunder shall consist of only common stock. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand shares at one dollar par value.

Section 4.2. Consideration. The consideration for the issuance of said shares shall be in United States currency, or property or services of value as determined by the Board of Directors of the corporation. Any and all shares issued by the corporation shall be fully paid and nonassessable.

Section 4.3. Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V
GENERAL

Section 5.1. Amendment. The Articles of Incorporation may be amended from time to time by resolution of the Board of Directors or by meeting of the shareholders pursuant to the procedures for amendment established under the Florida General Business Corporation Act. The procedural formalities may be dispensed with upon the written consent of all shareholders and all directors.

Section 5.2. Organization Meeting of Directors. After the corporate existence begins, an organization meeting of directors named herein shall be held at the call of the majority, to adopt Bylaws, elect officers, and transact other necessary business.

Section 5.3. Directors. The number of directors constituting the initial Board of Directors shall be two. Said number may be increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and address of each initial member of the Board of Directors, who need not be a resident of the State of Florida, and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, or until removal or death, are as follows:

Name

Address

Eddie Tang

35090 Washington Loop Road
Punta Gorda, FL 33982

Kayoon Tang

35090 Washington Loop Road
Punta Gorda, FL 33982

Section 5.4. Incorporator. The name and address of the incorporator executing these Articles of Incorporation is:

Name

Address

Eddie Tang

13 South Monroe Avenue
Arcadia, FL 33021

IN WITNESS WHEREOF, the undersigned executed this instrument this 17th day of January, 1995.

INCORPORATOR:

Eddie Tang
EDDIE TANG

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Eddie Tang
EDDIE TANG

STATE OF FLORIDA)
COUNTY OF CHARLOTTE)

THE FOREGOING INSTRUMENT was acknowledged before me this 17th day of January, 1995 by Eddie Tang, (X) who is personally known to me or () who has produced _____ as identification.

Barbara M. Kovach
Notary Public Signature

Printed Name: _____

My Commission No. _____

My Commission Expires: _____



OFFICIAL SEAL
Barbara M. Kovach
My Commission Expires
Feb. 20, 1997
Comm. No. CC 259142