

SENT: 2/2/95 2:14 PM CARLTON FIELDS WEST PALM BEACH DIVISION OF CORPORATIONS: # 2 / 8

2/02/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

2:14 PM

((H95000001381)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CARLTON, FIELDS OF WEST PALM BEACH
222 LAKEVIEW AVE
SUITE 1400
WEST PALM BEACH FL 33401-0000

DEPARTMENT OF STATE

STATE OF FLORIDA
409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

CONTACT: BETH BAKER

PHONE: (407) 659-7070

FAX: (407) 659-7368

((H95000001381)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PAPINI FRANCHISE RESTAURANTS, INC.

FAX AUDIT NUMBER: H95000001381

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/02/1995

TIME REQUESTED: 14:14:19

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 070674003431

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000001381)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-2 FOR HELP| ANSI

| FDX | 9600 B71 | LOG CLOSED | PRINT OFF | ON-LINE

EFFECTIVE DATE

2-2-95

TALLAHASSEE, FLORIDA

95 FEB -2 PM 4:50

FILED

213 10 07

SENT BY:

2- 2-03 : 2:50PM : CARLTON FIELDS WPM- DIV OF CORPORATIONS: # 1 / 0

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

ATTORNEYS AT LAW

ONE HARBOUR PLACE
P.O. BOX 8338
TAMPA, FL 33601
(813) 223-7000
FAX (813) 228-4123

IRISTATE TOWER
P.O. BOX 1171
ORLANDO, FL 32802
(407) 848-0300
FAX (407) 848-0088

HARBORVIEW BUILDING
P.O. BOX 13486
PENSACOLA, FL 32502
(904) 434-0143
FAX (904) 434-5388

FIRST FLORIDA BANK BUILDING
P.O. DRAWER 180
TALLAHASSEE, FL 32302
(904) 324-1800
FAX (904) 322-0398

BARNETT TOWER
P.O. BOX 2888
ST. PETERSBURG, FL 33781
(813) 821-7000
FAX (813) 822-8788

PLEASE REPLY TO: WEST PALM BEACH
ESPERANTE
P.O. BOX 150
WEST PALM BEACH, FLORIDA 33402
(407) 858-7070
FAX (407) 858-7388

DATE: February 2, 1995
TO: FLORIDA DIVISION OF CORPORATIONS
COMPANY: FLORIDA DIVISION OF CORPORATIONS
TELEPHONE NO.:
TELECOPIER TEL. NO.: 1-904-922-4000

FROM: LYNDA J. HARRIS, ESQ.

CLIENT/MATTER NO. 35849/78106

TOTAL NO. PAGES TRANSMITTED (INCLUDING COVER LETTER) 8

MESSAGE: FILING ARTICLES OF INCORPORATION FOR PAPINI FRANCHISE
RESTAURANTS, INC. H95000001381

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone (if long distance, please call collect) and return the original message to us at the above address via the U.S. Postal Service. Thank you.

WE ARE TRANSMITTING FROM A XEROX 7021 FAX MACHINE

IF THERE ARE ANY PROBLEMS OR COMPLICATIONS, PLEASE NOTIFY US IMMEDIATELY AT:
(407) 659-7070

TELECOPIER OPERATOR: STEPHANE O. WHITEFIELD

SENT BY:

2- 2-85 : 3:00PM : CARLTON FIELDS WTD- DIV OF CORPORATIONS: # 3/ 0

H95000001381

ARTICLES OF INCORPORATION
OF
PAPINI FRANCHISE RESTAURANTS, INC.

FILED
95 FEB - 2 PM 4:50
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

EFFECTIVE DATE

2-2-95

The name and address of the proposed corporation shall be Papini Franchise Restaurants, Inc. located at 303 Royal Poinciana Plaza, Palm Beach, Florida 33433.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

PREPARED BY: LYNDA J. HARRIS, ESQ.
CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.
P. O. BOX 150
WEST PALM BEACH, FLORIDA 33402
FLORIDA BAR NO: 462144

H95000001381

SENT BY:

2-2-95 : 3:00PM : CARLTON FIELDS MEMO DIV OF CORPORATIONS: 4/ 8

H95000001381

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any restaurant or other businesses, and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of One and No/100 (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefor shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 303 Royal Poinciana Plaza, Palm Beach, Florida 33480.

The name of the initial registered agent of this corporation at that address is Lynda J. Harris.

H95000001381

ARTICLE VI**Initial Board of Directors**

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

A. David Kosoy

303 Royal Poinciana Plaza
Palm Beach, Florida 33480

The duties of and manner of electing directors shall be as set forth in the bylaws of the corporation.

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII**Initial Officers**

The officers of this corporation shall be a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors of this corporation. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

President,
Secretary, TreasurerA. David Kosoy
303 Royal Poinciana Plaza
Palm Beach, Florida 33480

SENT BY:

2- 2-85 : 3:01PM : CARLTON FIELDS WPB- DIV OF CORPORATIONS: # 0 / 0

1195000001381

ARTICLE VIII

Subscribers

The name and address of the person signing these Articles as subscriber is:

Lynda J. Harris

222 Lakeview Avenue
Suite 1300
West Palm Beach, Florida 33401

ARTICLE IX

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholder, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE X

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the share of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XI

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

SENT BY:

2-2-95 : 3:01PM : CARLTON FIELDS WITH DIV OF CORPORATIONS: # 7/ 8

095000001381

ARTICLE XII

Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 2nd day of February, 1995.


Lynda J. Harris
Subscriber

095000001381

SENT BY.


2- 2-95 : 3:02PM : CARLTON FIELDS RTB- DIV OF CORPORATIONS: # 0/ 0

U95000001381

ACCEPTANCE BY REGISTERED AGENT

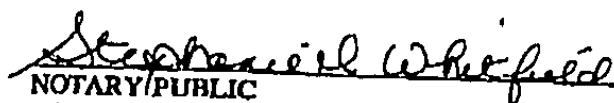
Having been named to accept service of process for the above stated corporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to proper and complete performance of my duties.

Dated this 2nd day of February, 1995.


Lynda J. Harris

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2nd day of February, 1995, by Lynda J. Harris who (☒) is personally known to me or who () has produced _____
(type of identification) as identification.


NOTARY PUBLIC
Printed Name: Stephanie D. Whitfield
My Commission Expires: 9-22-98



STEPHANIE D. WHITFIELD
MY COMMISSION # CC408181 EXPIRES
September 22, 1998
NOTARY PUBLIC - FLORIDA

U95000001381

W837003.1

FILED
98 FEB -2 PM 4:50
TALLAHASSEE, FLORIDA

CARLTON FIELDS

POST OFFICE BOX 150
WEST PALM BEACH, FLORIDA 33402-0150

City/State/Zip

Phone #

COR

P95000009001

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
DIVISION OF CORPORATIONS
7 OCT -6 PM 3:51

400002312304--1
-10/06/97--01069--011
*****70.00 *****35.00

Examiner's Initials

**ARTICLES OF DISSOLUTION
OF
PAPINI FRANCHISE RESTAURANTS, INC.**

Papini Franchise Restaurants, Inc. is hereby dissolved under the laws of the State of Florida.

ARTICLE I

The name of the corporation is PAPINI FRANCHISE RESTAURANTS, INC. (the "Corporation").

**ARTICLE II
DISSOLUTION AUTHORIZED**

The Dissolution was authorized on December 31, 1996 to be effective January 1, 1997, by the unanimous written consent of all of the Corporation's shareholders, in accordance with Florida Statutes 607.0704.

**ARTICLE III
SHAREHOLDER APPROVAL**

The number of votes cast by the Corporation's shareholders was sufficient for approval.

Dated this 16th day of September 1997.

PAPINI FRANCHISE RESTAURANTS, INC.

By: 
A. DAVID KOSOY

Its: President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 PM 3:51

UNANIMOUS WRITTEN CONSENT OF DIRECTORS AND SHAREHOLDERS
OF
PAPINI FRANCHISE RESTAURANTS, INC.
IN LIEU OF SPECIAL MEETING

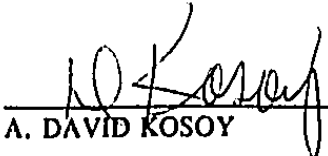
Pursuant to Section 607.0704 and 607.0821 of the Florida Business Corporation Act, the undersigned being all of the directors and shareholders of PAPERINI FRANCHISE RESTAURANTS, INC., a Florida corporation (the "Corporation"), hereby take the following actions by written consent in lieu of a special meeting:

1. The Corporation shall be dissolved, effective January 1, 1997, and all assets transferred to the shareholders.
2. The President of the Corporation is hereby authorized and directed to execute Articles of Dissolution and the Secretary of the Corporation is hereby directed to file such Articles of Dissolution of the Corporation with the Florida Department of State.

Dated this 31st day of December, 1996.

SOLE DIRECTOR'S SIGNATURE

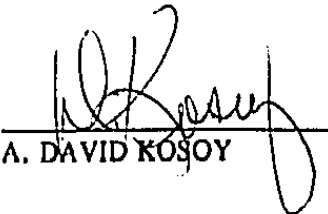
DATE OF SIGNATURE


A. DAVID KOSOY

12/31/96

SOLE SHAREHOLDER'S SIGNATURE

DATE OF SIGNATURE


A. DAVID KOSOY

12/31/96