

LAW OFFICES
ALFRED P. DENOWITZ, P. A.
SUITE 307
8751 WEST BROWARD BOULEVARD
PLANTATION, FLORIDA 33324

ALFRED P. DENOWITZ *
FRANCINE M. DENOWITZ

TELEPHONE (305) 472-8900
DADE (305) 949-9998

*ALSO MEMBER CONNECTICUT BAR

P95000013843

February 15, 1995

000001408310
-02/16/95--01099--017
***122.50 ***122.50

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: MR. PHILLY, INC.

Gentlemen:

Enclosed please find Articles of Incorporation of MR. PHILLY, INC. and my trust account check in the amount of \$122.50. Please file the enclosed Articles and return a stamped copy thereof, together with the Corporate Charter, to my office at your earliest convenience.

Very truly yours,


Alfred P. Denowitz

APD/mlf
Enclosure

APC
2/17

FILED
95 FEB 16 PM 3 03
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MR. PHILLY, INC.

FILED

95 FEB 16 PM 3:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

MR. PHILLY, INC.

The principal place of business of this corporation shall be 6181 D. Laurel Lane, Tamarac, Florida 33319.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares that this corporation is authorized to issue is 500 shares of common stock having \$ 1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 6181 D. Laurel Lane, Tamarac, Florida 33319, and the name of the initial registered agent of the corporation at that address is MARY ELLEN ACCOMANDO.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually from the date of filing of these Articles of Incorporation.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as an S corporation.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial board of directors is one (1). The name and address of each person who shall serve as a member of the initial board of directors is:

MARY ELLEN ACCOMANDO
6181 D. Laurel Lane
Tamarac, FL 33319

ARTICLE VIII. OFFICERS

The name and address of each of the initial officers of the corporation is:

MARY ELLEN ACCOMANDO, President,
Secretary & Treasurer
6181 D. Laurel Lane
Tamarac, FL 33319

BEN ACCOMANDO, Vice-Pres.
6181 D. Laurel Lane
Tamarac, FL 33319

ARTICLE IX. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

MARY ELLEN ACCOMANDO
6181 D. Laurel Lane
Tamarac, FL 33319

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this February 15, 1995.

Mary Ellen Accomando
MARY ELLEN ACCOMANDO
Incorporator

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Mary Ellen Accomando
MARY ELLEN ACCOMANDO
Registered Agent

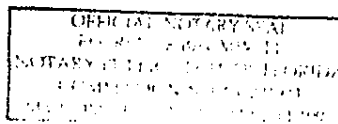
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared MARY ELLEN ACCOMANDO, who is/are personally known to me or who has/have produced his/her driver's license as identification and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this February 15, 1995.

Flurence Baumwell
Notary Public
My commission expires:



FILED
95 FEB 16 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY (Document #)

(City, State, Zip) (Phone #)

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*****52.50 *****52.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- | | | |
|----|--------------------|--------------|
| 1. | (Corporation Name) | (Document #) |
| 2. | (Corporation Name) | (Document #) |
| 3. | (Corporation Name) | (Document #) |
| 4. | (Corporation Name) | (Document #) |

☐ Walk in ☐ Will Wait ☐ Pick up time _____

Certified Copy

□ Certificate of Status

96 JAN 9 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

01072
2005
11/21

RECEIVED

95 DEC -5 PM 2:53

DIVISION OF CORPORATIONS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1995

MARY ELLEN ACCOMANDO
6161 D LAUREL LANE
TAMARAC, FL 33319

SUBJECT: MR. PHILLY, INC.
Ref. Number: P95000013843

We have received your document for MR. PHILLY, INC.. However, the document has not been filed and is being returned for the following:

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional **\$52.50**.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 295A00053520

ARTICLES OF DISSOLUTION
OF
MR. PHILLY, INC.

FILED
96 JAN 19 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida 32304

Date Paid
Filing Fee: \$35.00

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the corporation is MR. PHILLY, INC.
2. The names and respective addresses of the officer of the corporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
MARY ELLEN ACCOMANDO	President, Secretary & Treasurer	6181 D Laurel Lane Tamarac, FL 33319
BEN ACCOMANDO	Vice-President	6181 D Laurel Lane Tamarac, FL 33319

3. The names and addresses of the directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARY ELLEN ACCOMANDO	6181 D Laurel Lane Tamarac, FL 33319

4. All liabilities and obligations of the corporation have been paid or discharged.

5. All the property and assets of the corporation remaining after the payment of all debts, obligations and liabilities of the

corporation, have been distributed among its shareholders in accordance with their respective rights and interest.

6. There are no actions pending against the corporation in any Court.

7. The corporation elected to dissolve by unanimous written consent of its shareholders and such written consent has been signed by all shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized. A copy of such written consent is attached to these Articles.

Dated 30 day of July, 1995.

MR. PHILLY, INC.

Attest:

Mary Ellen Accomando
MARY ELLEN ACCOMANDO
Secretary

By:

Mary Ellen Accomando
MARY ELLEN ACCOMANDO
President

STATE OF FLORIDA

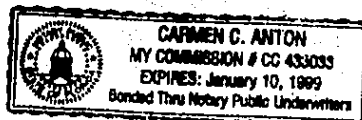
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared MARY ELLEN ACCOMANDO, President of MR. PHILLY, INC., who is/are personally known to me or who has/have produced his/her driver's license as identification and who executed the foregoing instrument and acknowledged before me that they executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this July 27, 1995. *in presence*
NOVEMBER

Carmen C. Anton
Notary Public

My commission expires: Jan. 10, 1999



WAIVER OF NOTICE OF MEETING OF SHAREHOLDERS
OF
MR. PHILLY, INC.

The undersigned, being all of the Shareholders of MR. PHILLY,
INC., waive notice of the special meeting of Shareholder's held at
the office of the Corporation on July 17, 1995, at 10:00 a.m.

Dated July 17, 1995.

Nov 21

Nov 27

Mary E. Accasandale
Shareholder

Ben Pearson
Shareholder

RESOLUTION OF SPECIAL MEETING OF SHAREHOLDERS
OF

MR. PHILLY, INC.

RESOLVED that MARY ELLEN ACCOMANDO, is hereby authorized and directed to execute in the name and on behalf of this corporation all instruments required to effect dissolution of said corporation.

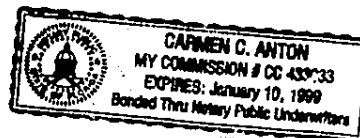
I, MARY ELLEN ACCOMANDO, Secretary of MR. PHILLY, INC., hereby certify that the foregoing is a true and correct copy of a Resolution duly adopted at a special meeting of the shareholders of the corporation, convened and held in accordance with its laws and by-laws on July 17, 1995, and such Resolution is currently in full force and effect.

IN WITNESS WHEREOF, I have affixed my hand and seal this July
27, 1995.
27

Mary Ellen Accomando
MARY ELLEN ACCOMANDO
Secretary

Carmen Anton

NOTARY PUBLIC
COM. EX. 01-10-99



P9500013843

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1996

MARY ELLEN ACCOMANDO
6161 D LAUREL LANE
TAMARAC, FL 33319

SUBJECT: MR. PHILLY, INC.
Ref. Number: P95000013843

800001711088
-02/09/96--01023--008
*****35.00 *****35.00

The document for MR. PHILLY, INC. was filed on January 19, 1996. However, your check for \$52.50 was not sufficient to cover the certification you requested.

If you will return a check in the amount of \$35.00, with a copy of this letter and a filed stamped copy of the document, if available, your request will be promptly handled.

Should you have any questions concerning the fees, please refer to the attached fee schedule.

Karen Gibson
Division of Corporations

\$35.00 cc

KRG/96
2/8

RECEIVED
96 FEB -7 PM 4:16
DIVISION OF CORPORATIONS