

**LAW OFFICES OF**  
**Bergman and Jacobs**

A PROFESSIONAL ASSOCIATION

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March 2, 1995

Secretary of State  
Corporate Records Bureau  
Divisions of Corporations  
Department of State  
P.O. BOX 6327  
Tallahassee, FL 32314

200001423472  
-03/07/95--01134--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: B.B.W., Inc.

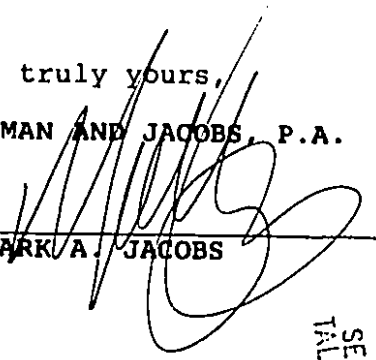
Dear Sir:

Enclosed herein please find an original and one copy of the Articles of Incorporation, along with this firm's check in the amount of \$122.50 as it relates to the above referenced company.

Please file this corporation and thereafter, forward a conformed copy of same back to this office in the stamped addressed envelope provided herewith.

Thank you for your consideration.

Very truly yours,  
BERGMAN AND JACOBS, P.A.

By:   
MARK A. JACOBS

MAJ:cp  
Enclosure

B. REGISTER MAR 9 1995

FILED  
95 MAR -7 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED  
95 MAR -7 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLES OF INCORPORATION

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves, together to form a corporation under the laws of the State of Florida.

### ARTICLE I. NAME

The name of this corporation is:

B.B.W., INC.

### ARTICLE II. NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things hereinafter mentioned as well as to carry on and transact any and all lawful purposes or businesses, as fully and to the same extent as natural persons might or could do, viz:

To erect, construct, establish, purchase, lease and otherwise acquire and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, Saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services and to buy, sell, use, handle and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein. To manufacture, produce, treat, purchase and otherwise acquire, cook, bake, and otherwise prepare, can bottle, and otherwise package, and exchange, distribute, sell, and deal with trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications and all similar, kindred, and allied articles, products and merchandise.

(B) To improve, buy, sell exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever nature of kind, as owner, agent, factor, or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally, loan money upon real and personal property and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgage or otherwise; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and descriptions;

(C) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind and description:

(D) To act as agent, broker or attorney in fact for any persons, firms or corporation buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loan and all interest in and claims affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation;

(E) To subscribe, for purchase, invest in, hold, own, assign, pledge, and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes, and other securities, obligations,

associations or other corporation, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds, and other securities, any all rights, powers and privileges or individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company;

(F) To acquire, hold, undertake, and fully exploit the good will, property, rights, franchises, and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise;

(G) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal or intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise;

(H) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder;

(I) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries;

(J) To purchase or otherwise acquire, become interested in, deal in and with, invest in hold, pledge, sell or turn to account or

securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trust, trusts and trusts estates or association, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instrument, securities and rights; to investigate and report with respect to and to undertake carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial, or other business concerns, firms associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations;

(K) To engage in and carry on any advertising business in connection with property of any nature, owned, leased, or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the corporation;

(L) To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in the Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

## II. (A) REGISTERED OFFICE AND PERSON

The registered office of the corporation is:

-----1677 Hiatus Road, Pembroke Pines, Florida 33026-----

The registered agent of the corporation who has been named accept service of process for the corporation is: RUSSELL KWITKIN  
whose address is: 1677 Hiatus Road, Pembroke Pines, Florida 33026

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 5,000 shares of common stock.

The common stock shall have \$1.00 par value per share

All of said stock shall be payable in cash, property real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

### ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

### ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is: 1677 Hiatus Road, Pembroke Pines, FL 33026. The Board of Directors may from time to time move the principal office to any other address in Florida.

### ARTICLE VI. DIRECTORS

This corporation shall have not less than one (1) nor more than nine (9) directors, initially. The number of directors may be increased or diminished from time to time, by the by-laws adopted by the stockholders, but shall never be less than one.

## ARTICLE VII. INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

RUSSELL KWITKIN	1677 Hiatus Road
Name	Address
	Pembroke Pines, FL 33026
GARY JACOBS	2705 Lake Way
Name	Address
	Cooper City, Florida
Name	Address

## ARTICLE VIII. SUBSCRIBERS

The name and street address of each subscriber of the Articles of Incorporation is;

<u>RUSSELL KWITKIN</u>	1677 Hiatus Road
<u>Subscriber</u>	<u>Address</u>
	Pembroke Pines, FL 33026
<u>GARY JACOBS</u>	2705 Lake Way
<u>Subscriber</u>	<u>Address</u>
	Cooper City, Florida
<u>Subscriber</u>	<u>Address</u>

ARTICLE IX. AMENDMENT

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 the Directors to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The Directors of this Corporation shall have the power to

working capital .

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of stock of its members and upon the dividends due the stockholders for any indebtedness of such stockholders of the corporation to the corporation.

#### ARTICLE X

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation, and when any agreement is made between stockholders owning at least seventy-five percent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, shall be recognized by the directors and shall be observed by the officers and agents of the company, and particularly, the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon individual groups the power to elect certain numbers of directors, and, in particular, stockholders may include in the agreements between themselves the following as valid matters of agreement, to-wit;

- (1) The manner and method in which the persons by whom directors be elected;
- (2) Any limitation upon the transferability of assignment of the stock;
- (3) The conferring of preemptive rights of purchase upon stockholders on conditions precedent to the sale of any other stocks;
- (4) Any matter relating to effectuating the purposes included in any of the foregoing matters.

Agreements between stockholders shall continue binding upon the corporation until there is filled with each office the corporation, a written instrument signed by the persons who originally created such stockholders' agreement (or their successors in ownership, providing such a succession in ownership shall have been accomplished in accordance with the terms of the stockholders' agreement) consenting to the revocation and cancellation of the agreement among the stockholders.



ARTICLE IX. ELECTION FOR TAX PURPOSES

At the election of the Directors of this corporation, this corporation may be qualified as a Sub-Chapter S corporation pursuant to the laws of the United States and the Internal Revenue Service. This provision shall be applicable only if the business in which the corporation engages qualifies for a such tax treatment under the laws of the United States.

IN WITNESS WHEREOF, WE, the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this 21 day of FEB January, 1995.

  
Subscriber RUSSELL KWITKIN (Seal)

  
Subscriber GARY JACOBS (Seal)

Subscriber \_\_\_\_\_ (Seal)

STATE OF FLORIDA        )  
COUNTY OF BROWARD    ) SS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared, RUSSELL KWITKIN and GARY JACOBS, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Cooper City, Broward County, Florida, this 21 day of FEB January, 1995.



\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My commission expires:

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

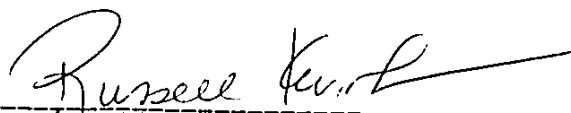
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In pursuance to Chapter 48.091 of Florida Statutes, the  
following is submitted, in compliance with said Act:

First -- that B.B.W., INC.  
desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of  
Incorporation at City of Pembroke Pines County of Broward State of  
Florida has named RUSSELL KWITKIN located at:  
1677 Hiatus Road  
(Street address and number of building, P.O. Box not acceptable)  
City of Pembroke Pines County of Broward  
State of Florida, 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 place designated in this certificate, I hereby  
accept to act in this capacity, and agree to comply with the provision  
of said Act relative to keeping open said office.

BY:   
(Resident Agent) RUSSELL KWITKIN

FILED  
95 MAR -7 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA