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OF COUNSEL
William C. Cramer
Washington, D.C.
St. Petersburg, Florida

Benton L. Becker
Coral Gables, Florida

March 9, 1995

VIA OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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RE: Passaic Fast Food, Inc.
Articles of Incorporation
Our File No. 3037.011

Dear Sir:

In reference to the above-captioned matter, enclosed please find the original Articles of Incorporation for Passaic Fast Food, Inc. for incorporation. Also enclosed is our check in the amount of \$122.50, representing the cost of said filing. Please provide us with a certified copy of the Articles upon filing.

Please do not hesitate to contact our office should you have any questions.

Very truly yours,


Cyndi Carver
Legal Assistant

cc
Encls.

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FILED
55 MAR 13 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PASSAIC FAST FOOD, INC.

FILED

95 MAR 13 PM 1:29

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:

PASSAIC FAST FOOD, INC.

The principal place of business of this corporation shall be:

1311 North Church Avenue
Tampa, FL 33607

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 maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is 10,000 shares of
common stock at \$1.00 par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the
corporation shall be 1311 North Church Avenue, Tampa, Florida
33607, and the name of the initial registered agent of the
corporation at that address is Richard M. Haber.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have three directors initially. The name and street address of the initial member of the Board of Directors is:

Andrew J. Lynn
1311 North Church Avenue
Tampa, FL 33607

ARTICLE VIII. SUBSCRIBER

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

Richard M. Haber
1311 North Church Avenue
Tampa, FL 33607

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this ____ day of March, 1995.



Richard M. Haber

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Richard M. Haber, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 6078.0505, Florida Statutes.


Richard M. Haber

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05 MAR 13 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA