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LAW OFFICES

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FILED

95 MAR 27 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 24, 1995

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

Re: MONTI'S GOURMET CORP.

To Whom It May Concern:

Enclosed please find one original Articles of Incorporation along with a copy for the captioned corporation along with my check in the amount of \$122.50 which represents the filing fee. Please provide me with a certified copy of the Articles of Incorporation after it has been filed.

If you have any questions regarding this matter, please do not hesitate to contact my office. Thank you for your cooperation in this matter.

Sincerely,



ROBERT E. COBB

/vp
enclosures

MAR 28 1995

BSB

**CERTIFICATE OF INCORPORATION
OF
MONTI'S GOURMET CORP.**

FILED

55 MAR 27 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

I.

The name of this corporation shall be:

MONTI'S GOURMET CORP.

II.

The purposes for which this corporation is formed is to do all and any of the things hereinafter set forth to the same extent as natural persons might or could do, namely:

To engage generally in the business of buying and selling all types and kinds of merchandise, to engage in the restaurant, specialty foods, food distribution, and merchandise allied to similar businesses, and to buy and sell any and all other types and kind of merchandise, both wholesale and retail, both new and used, to broker automobiles for others, to own and operate franchised or non-franchised automobile dealerships;

To engage generally in the business of buying and selling any and all types or nature of personal property, real property, or mixed, or to engage in the brokerage business of selling personal property for others, to ship, transfer, move and to generally engage in the business of international and domestic trade and commerce;

To engage generally in the business of manufacturing any and all types of products, whether completely fabricated or partially;

To purchase and sell real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any work in connection with any and all types of buildings and improvements of any kind and nature whatsoever, including the locating, laying out, and construction of roads, avenues, slips, canals, walls, power plants and generally all classes of buildings, erections and works, both public and private, or integral parts thereof;

To purchase, lease, or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds, and in particular, lands, buildings, business concerns and undertakings of any kind, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts, and claims, trademarks, tradenames, and any interest in real and personal property. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time, for the purchase of property or for any other purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust, or otherwise. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in

connection therewith, to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business;

To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation;

To carry on the business of the corporation in any place or places within or without the jurisdiction of the United States of America, and in any and all countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of or deal with real and personal property at such place or places;

To make, enter into, perform and carry out contracts of every sort and kind which may be necessary or convenient to the business of the corporation, or business of a similar nature, with any persons, firms, corporation, either private, public, or municipal body politic under the Government of the United States of America, or any State or Country, Territory or Colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida pertaining to corporations for profit. To do all and everything necessary, suitable and proper for the purpose, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with any other corporation or corporations, firms, or individuals and either as principal or agent, and to do all or any and every other act, thing or things, incidental to or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner, the general powers of the corporation, and the enjoyment and exercise of such general powers as are conferred upon corporations for profit, organized under the Laws of the State of Florida, pertaining to corporations for profit.

III.

The authorized capital stock of this Corporation shall be 7,500 share of Common Stock having a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. These shares of stock shall be offered in accordance with Section 1244 of the Internal Revenue Code of the United States of America. Property, labor or services may be purchased and paid for with Capital Stock of this Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The amount of Capital with which this corporation shall commence business shall be no less than Five Hundred (\$500.00) Dollars.

IV.

This Corporation shall have perpetual existence.

V.

The principal place of business of this corporation shall be:

1490 South Federal Highway
Pompano Beach, FL 33060.

VI.

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

Montaha Haddad Shaheen

3870 N. W. 4th Avenue,
Boca Raton, FL 33431

VII.

The names and post office addresses of the Officers of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

President, Vice-President,
and Secretary-Treasurer

Montaha Haddad Shaheen,
3870 N.W. 4th Avenue,
Boca Raton, FL 33431

VIII.

The number of Directors of this Corporation shall be not less than one, nor more than five.

IX.

The registered office and the initial post office address of the principal office of the Corporation in the State of Florida is:

1490 South Federal Highway
Pompano Beach, FL 33060,

and GEORGE SHAHEEN has been named as the Registered Agent of the Corporation, and his address is: 1490 South Federal Highway, Pompano Beach, FL 33060.

The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.

X.

The names and post office address of the subscriber to this Certificate of Incorporation, and the number of shares of stock which he/she agrees to take, paying therefor One Dollar (\$1.00) for each share, is as follows:

Name	Address	Number of Shares
Montaha Haddad Shaheen	3870 N.W. 4th Avenue Boca Raton, FL 33431	500 Common Stock

IN WITNESS OF THE OF THE FOREGOING, We have hereunto set our hands and seals this 23 day of March, 1995.


Montaha Haddad Shaheen

STATE OF FLORIDA]

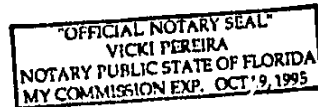
COUNTY OF BROWARD]

I HEREBY CERTIFY that on this 23 day of March, 1995, personally came before me, the undersigned authority, Montaha Haddad Shaheen, to me well known, and known to me to be the person of that name described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that said execution was her free and voluntary act and deed for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Broward Coun'y, and State of Florida the day and year first above written.

Vicki Pereira
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



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

In pursuance of Chapter 48.091, FLORIDA STATUTES, the
following is submitted, in compliance with said Act:

FIRST: That MONTI'S GOURMET CORP. is desiring to
organize under the Laws of the State of Florida, with its
principal office as indicated on the Certificate of
Incorporation in the City of Pompano Beach, Florida, has
named GEORGE SHAHEEN, located at 1490 South Federal Highway,
Pompano Beach, Florida 33060, as its agent to accept Service
of Process within this State.

ACKNOWLEDGMENT: Having been named to accept Service of
Process for the above stated corporation, at the place
designated in this Certificate, I hereby accept to act in
this capacity, and agree to comply with the provisions of
said Act relative to keeping open said office.

By: 

GEORGE SHAHEEN
Registered Agent

FILED
JUN 27 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA