

H95000033313

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-311-
RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770
FLORIDA PROFIT CORPORATION OR P.A.

(((H95000004781)))
NAME: GARY, INC.
FAX AUDIT NUMBER: H95000004781
DATE REQUESTED: 04/27/1995
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GARY, INC

FILED
95 APR 28 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE UNDERSIGNED subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby associates to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be GARY, INC.

ARTICLE II
NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the State of Florida. The general nature of business to be transacted by this corporation is:

1. To own, conduct, operate, maintain and carry on the business of an ice cream and yogurt parlor, and to prepare and sell ice cream, yogurts, various desserts, and all other products incidental and necessary to the operation of such parlor.
2. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
3. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
4. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
5. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without this state.

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JENNIFER ST.
Nathan Leopold, Esquire
Leopold & Leopold, P.A.
2001 Biscayne Blvd., 9501
Aventura, FL 33150
Florida Bar No. 162206
CORP. SPS (50)

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6. This corporation shall have all of the powers specified in Chapter 607 of the Florida Statutes except those which are in conflict with the provisions of these Articles.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of capital stock which the corporation has authority to issue is 2,500 shares, all of which shall be common with a par value of \$1.00 per share.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than \$250.00.

**ARTICLE V
ADDRESS**

The post office address of the principal office of this corporation shall be 3980 West Hillsboro Boulevard, Deerfield Beach, Florida, or at such other place as may hereafter be designated by the Board of Directors. The post office address of the registered office of this corporation shall be Suite 501, 20801 Biscayne Blvd., Aventura, Florida 33180, or at such other place as may hereafter be designated by the Board of Directors. The registered agent of this corporation shall be Norman Leopold, whose business address is and will be identical with the registered office of the corporation.

**ARTICLE VI
NUMBER OF DIRECTORS**

This corporation shall have not less than one (1) director initially. The number of directors may increase or decrease from time to time by Bylaws adopted by the shareholders but shall never be less than one.

**ARTICLE VII
SUBSCRIBERS**

The name and post office address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gary Hertzfeld	21230 N.E. 23rd Court North Miami Beach, FL 33180

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**ARTICLE VIII
BOARD OF DIRECTORS**

The name and post office address of the initial member of the first Board of Directors is as follows:

NAME	ADDRESS
Gary Herzfeld	21230 N.E. 23rd Court North Miami Beach, FL 33180

**ARTICLE IX
CONTRACTUAL POWERS**

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership, shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director or officer of any other such firm, association, corporation or partnership, or is a party or pecuniarily or otherwise interested in such contract or other transaction, or is in any way connected with any person, firm, association, corporation or partnership pecuniarily or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purposes of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation or partnership.

**ARTICLE X
PRE-EMPTIVE RIGHTS**

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

**ARTICLE XI
RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the initial shareholders listed hereinabove may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which those shares may be offered and sold may be further specified by written agreement among all of the shareholders, which agreement may expand this Article and which may also include the corporation as a party.

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These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

**ARTICLE XII
SPECIAL PROVISION**

Any action taken by the directors of this corporation, which is in their power, taken at a meeting of such directors, shall be valid for all intents and purposes whether or not a lawful notice of said meeting shall have been given to all directors as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all directors shall execute a waiver of notice and call of such meeting in writing and providing a majority of the directors shall have approved the action taken at such meeting.

Any action by the shareholders of this corporation which is within their power, taken at a meeting of such shareholders, shall be valid for all intents and purposes whether or not a lawful notice shall have been given to all shareholders as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice and call of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

Nothing in this Article shall be construed to allow any act by the Board of Directors to be approved by less than a majority of the directors, or whenever a greater vote is required by law or by the Bylaws, by less than that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of the shareholders, or whenever a greater vote is required by law or by the Bylaws, by less than that vote.

**ARTICLE XIII
FURTHER POWERS**

This corporation shall have the further right and power to, from time to time, determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them, shall be open to inspection of shareholders, and no shareholder shall have any right to inspect any account, book or document of this corporation, except as conferred by statute, unless authorized by resolution of the shareholders or by the Board of Directors.

The corporation may, in its Bylaws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in

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addition to the powers authorized and expressly conferred by statute.

Both shareholders and directors shall have the power, if the Bylaws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of the corporation (subject to the provisions of statute) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**ARTICLE XIV
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Aventura, Florida, on this 27th day of April, 1995.




GARY HERSFELD

STATE OF FLORIDA
COUNTY OF DADE

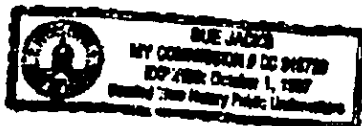
BEFORE ME, the undersigned authority, this day personally appeared GARY HERSFELD, who is personally known to me or who has produced _____ as identification, to me well known to be the identical person described in and who executed the attached Articles of Incorporation of GARY, INC., and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Aventura, Florida, on this 27th day of April, 1995.

My commission expires:



Notary Public, State of Florida
Sue Jacks
Print name of notary public



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

In compliance with §607.34, Florida Statutes, the following is submitted:

That GARY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Deerfield Beach, County of Broward, State of Florida, has named Norman Leopold, whose street address is located at Suite 501, 20801 Biscayne Blvd., Aventura, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Norman Leopold,
Registered Agent

Date: 4/27/95

FILED
95 APR 28 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/18/95

VALIDATION ONLY

95 MAY 19 AM 10: 23

DIVISION OF CORPORATION

Requestor's Name
LEOPOLD & LEOPOLD
Address
20801 Biscayne Blvd. #501
North Miami Beach FL 33180
City State ZIP Phone
935-35000

000001494470
-05/19/95--01022--010
*****87.50 *****87.50

CORPORATION(S) NAME

GARY, INC

SECRETARY OF STATE
TALLAHASSEE FLORIDA

55 MAY 19 PM 12:31



Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

5119
John Howard
C.C.

ARTICLES OF AMENDMENT

KNOW ALL MEN BY THESE PRESENTS: The undersigned, as President and Secretary of GARY, INC., a Florida corporation, do hereby certify that the following amendment to the Articles of Incorporation was approved by a majority vote of the shareholders and by a majority vote of the directors of said corporation on the 16th day of May, 1995, and that the number of votes cast for the amendment by the shareholders and directors respectively was sufficient for approval by such voting group:

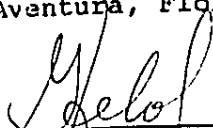
SECRETARY'S OFFICE
TALLAHASSEE, FLORIDA
95 MAY 19 9:12:31

"AMENDMENT

The principal place of business of this corporation is hereby changed from 3980 West Hillsboro Boulevard, Deerfield Beach, Florida, to 6180 N.W. 84th Avenue, Miami, Florida 33166-3319."

IN WITNESS WHEREOF, the undersigned, as President and Secretary, have caused the seal of said corporation to be affixed to these Articles of Amendment, at Aventura, Florida, on this 16th day of May, 1995.


(CORPORATE SEAL)



GARY HERZFELD, President and Secretary

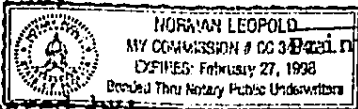
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16th day of May, 1995, by GARY HERZFELD, as President and Secretary of GARY, INC., a Florida corporation, on behalf of the corporation, who is personally known to me -OR- produced _____ as identification.



Notary Public, State of Florida
NORMAN LEOPOLD

My commission expires:



name of notary public

This document prepared by:

Norman Leopold, Esquire
LEOPOLD & LEOPOLD, P.A.
20801 Biscayne Blvd., #501
Aventura, FL 33180
Telephone: (305) 935-3500
Florida Bar No.: 163308

SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS
of
GARY, INC.

The special meeting of the stockholders and directors of GARY, INC., a Florida corporation, was held on the 16th day of May, 1995.

Present were the following:

Gary Herzfeld
Howard Ross

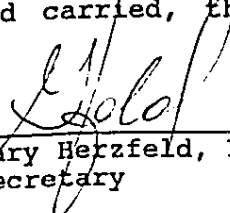
The secretary then presented a written call and waiver of the time and place of the meeting, and the same was ordered filed and spread at length upon the minutes.

The president then indicated that it was in the best interests of the corporation to change its principal place of business. Following discussion and upon motion duly made, seconded and unanimously carried, it was

RESOLVED that the principal place of business of the corporation be changed from 3980 West Hillsboro Boulevard, Deerfield Beach, Florida, to 6180 N.W. 84th Avenue, Miami, Florida 33166-3319.

FURTHER RESOLVED that the president and secretary of the corporation be and they are hereby authorized and directed to execute and file a certificate of change of name with the Secretary of State of Florida, pursuant to the statute applicable in such cases.

THERE BEING NO FURTHER business to come before the meeting, upon motion duly made, seconded and carried, the meeting was adjourned.



Gary Herzfeld, President and
Secretary

(CORPORATE SEAL)