

LAW OFFICES OF  
**MARC J. POSTELNEK**

SUITE 11 - B  
FINANCIAL FEDERAL BUILDING  
407 LINCOLN ROAD  
MIAMI BEACH, FLORIDA 33139  
DADE (305) 538-7810  
BROWARD (305) 980-0863  
FAX (305) 534-5470

May 5, 1995

Via Federal Express

700001479587  
-05/08/95--01157--019  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32391

**RE: Articles of Incorporation for:  
DA COZZOLINO RESTAURANT, INC.**

Gentlemen:

Enclosed herewith you will please find Articles of Incorporation for **Da Cozzolino Restaurant, Inc.**, along with my check payable to the Secretary of State in the amount of \$122.50. Please file the Articles and return a certified copy of same to this office.

Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

Very truly yours,

*Marc Postelnek*  
MARC POSTELNEK

MP:cm

SIGNED IN ATTORNEY'S ABSENCE  
TO AVOID DELAY IN MAILING

Enclosures

cc: Mr. Leon Zwick  
Mr. Elias Zwick

FILED  
95 MAY -6 PM 3:57  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DA COZZOLINO RESTAURANT, INC.**

FILED  
9 MAY -8 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, do submit these Articles for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

**ARTICLE I**

The name of the corporation shall be: DA COZZOLINO RESTAURANT, INC. Its business shall be carried out at 1655-1657 Michigan Avenue, Miami Beach, FL 33139, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

**ARTICLE II**

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

**ARTICLE III**

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

#### ARTICLE IV

This Corporation shall begin business with a capital of \$300.00 Dollars and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$300.00 Dollars.

#### ARTICLE V

This Corporation shall exist perpetually.

#### ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than three (3) Directors, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors must be stockholders.

#### ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successors are elected and have qualified are:

LEON ZWICK  
940 Lincoln Road, Suite 301  
Miami Beach, FL 33139

JUAN ANTONIO COZZOLINO  
1655 Michigan Avenue  
Miami Beach, FL 33139

ELIAS ZWICK  
940 Lincoln Road, Suite 301  
Miami Beach, FL 33139

### ARTICLE VIII

The offices to be held by the above named Directors are as follows:

LEON ZWICK	-	PRESIDENT
JUAN ANTONIO COZZOLINO	-	VICE PRESIDENT
ELIAS ZWICK	-	SECRETARY/TREASURER

### ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>SHARES</u>	<u>VALUE</u>
LEON ZWICK 940 Lincoln Rd., Ste. 301 Miami Beach, FL 33139	100	\$100.00
JUAN ANTONIO COZZOLINO 1655 Michigan Ave. Miami Beach, FL 33139	100	\$100.00
ELIAS ZWICK 940 Lincoln Rd., Ste. 301 Miami Beach, FL 33139	100	\$100.00

### ARTICLE X

The name and address of the initial registered agent is:  
ELIAS ZWICK, 940 Lincoln Road, Suite 301, Miami Beach, FL 33139.

### ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by

reason of his/her being director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him/her as a director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

#### **ARTICLE XII**

No contract or other transaction between this Corporation and any other firm or corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining

the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation or not so interested.

#### **ARTICLE XIII**

The Shareholders of the Corporation are hereby granted preemptive rights as conditions precedent to the issuance or sale of any additional stock of the Corporation.

#### **ARTICLE XIV**

The transferability or assignment of the stock of the Corporation has been restricted pursuant to that certain Agreement between the Shareholders of the Corporation.

#### **ARTICLE XV**

The Shareholders of the Corporation have entered or will be entering into a certain Shareholders' Agreement.

#### **ARTICLE XVI**

The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association, and/or

corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 4th day of May, 1995.

  
LEON SWICK (SEAL)

  
JUAN ANTONIO COZZOLINO (SEAL)

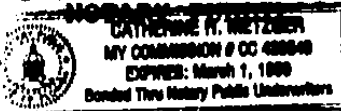
  
ELIAS SWICK (SEAL)

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, the undersigned authority, personally appeared LEON SWICK, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforescribed this 4th day of May, 1995.

My Commission Expires:



STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, the undersigned authority, personally appeared JUAN ANTONIO COZZOLINO, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforescribed this 4th day of May, 1995.

  
NOTARY PUBLIC

My Commission Expires:



STATE OF FLORIDA                   )  
COUNTY OF DADE                   ) SS:

BEFORE ME, the undersigned authority, personally appeared ELIAS SWICK, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State  
aforescribed this 4th day of May, 1995.

*Catherine H. Metzger*  
NOTARY PUBLIC

My Commission Expires:





**CERTIFICATE DESIGNATING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

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

First, that DA COZZOLINO RESTAURANT, INC., a Florida  
Corporation qualified to do business under the laws of this  
State, with its principal office located at 1655-1657 Michigan  
Avenue, Miami Beach, FL 33139 has appointed ELIAS ZWICK, 940  
Lincoln Road, Suite 301, Miami Beach, FL 33139, as its agent  
to accept service of process within this State.

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.

  
ELIAS ZWICK, REGISTERED AGENT  
940 Lincoln Road, Suite 301  
Miami Beach, FL 33139

FILED  
95 JUN -3 AM 9:57  
TALLAHASSEE, FLORIDA

P95000036771

**ANTONIO VASANO - TAX ADVISOR**

940 Lincoln Rd. Mail Suite 204  
Miami Beach, FL 33139  
(305) 632-1090

2/26

100001724491  
-02/27/96--01009--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input checked="" type="checkbox"/>	Name Reservation

Corporation  
Florida

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
FEB 26 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

FILED  
96 FEB 26 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DA COZZOLINO RESTAURANT, INC.  
(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

*ARTICLE 1*

*THE NAME OF THE CORPORATION SHALL BE : HAMPTON CAFE, INC. ITS BUSINESS SHALL BE CARRIED OUT AT : 940 LINCOLN ROAD MALL SUITE 204 MIAMI BEACH, FLORIDA 33139, OR AT SUCH OTHER POINTS OR PLACES IN THE STATE OF FLORIDA, THE UNITED STATES OR FOREIGN COUNTRIES AS MAY, FROM TIME TO TIME, BE AUTHORIZED BY THE BOARD OF DIRECTORS.*

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: JANUARY 31, 1996.

**FOURTH:** Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21 day of February, 19 96.

Signature

Leon Zuick  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

LEON ZUICK

Typed or printed name

PRESIDENT

Title

P95000036771

**TAX PREPARER OF AMERICA**

ANTONIO VADANO  
TAX PREPARER  
940 LINCOLN ROAD MAIL ROUTE 204  
MIAMI BEACH, FL 33130 USA

City/State/Zip

Phone #

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

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED  
97 SEP -9 PM 1:10  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

9000022888531--9  
-09/10/97--01028--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

9/16/97  
Officer/  
Director  
Resign.

Examiner's Initials

DL



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA  
COUNTY OF DADE

I, JUAN ANTONIO COZZOLINO after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

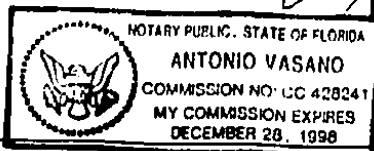
I, JUAN ANTONIO COZZOLINO hereby resign as VICE PRESIDENT of  
(Title)  
HAMPTON CAFE, Inc., a Florida corporation;  
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

  
Signature of resigning officer/director

Sworn to and subscribed before me this 8 day of Sept, 1997

  
NOTARY PUBLIC



My Commission Expires: \_\_\_\_\_

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314  
CR2E044 (7-90)