P95000047/69

O'NEIL & ASSOCIATES, INC. ACCOUNTANTS & TAX CONSULTANTS 3493 ALOMA AVENUE WINTER PARK, FL 32792 407-679-1007

JUNE 1, 1995

DIVISION OF CORPORATIONS CHARTER SECTION P. O. BOX 6327 TALLAHASSEE, FL 32314 ####122.50 ****122.50

GENTLEMEN:

PLEASE FIND ENCLOSED "ARTICLES OF INCORPORATION" FOR THE FOLLOWING COMPANY:

JACOB'S CAFE, INC.

A COMPANY CHECK IS ENCLOSED IN THE AMOUNT OF \$ 122.50 TO COVER ALL FILING FEES.

PLEASE MAIL THE FILING ACKNOWLEDGEMENT TO THE LETTERHEAD ADDRESS. THANK YOU.

VERY TRULY YOURS,

COLLETTE A. O'NEIL

ACCOUNTANT & TAX CONSULTANT

E.A.

ENCLOSURE

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95 JUN 13 PH 5: 43
SECRETARY OF STATE

JACOB'S CAFE, INC. ARTICLES OF INCORPORATION

THE UNDERSIGNED, DESIRING TO FORM A CORPORATION UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF FLORIDA PROVIDING FROM THE FORMATION, LIABILITY, RIGHT, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, STATES AS FOLLOWS:

ARTICLE 1

THE NAME & ADDRESS OF THIS CORPORATION SHALL BE:

JACOB'S CAFE, INC. 3716 HOWELL BRANCH RD WINTER PARK, FL 32792

ARTICLE 2

THE OBJECTS AND PURPOSES OF THE CORPORATION AND THE GENERAL NATURE OF BUSINESS OR BUSINESSES TO BE TRANSACTED SHALL BE:

SECRETARY OF STATE ALLAHASSES, FLORIDA

- 1. TO ENGAGE IN ANY LAWFUL BUSINESSES PERMITTED OR ALLOWED UNDER THE FLORIDA GENERAL CORPORATION ACT.
- 2. TO MAKE AND ENTER INTO ALL CONTRACTS NECESSARY AND PROPER FOR THE CONDUCT OF ITS BUSINESS OR BUSINESSES.
- 3. TO BORROW MONEY OF ANY PERSON, FIRM, OR CORPORATION; TO ISSUE BONDS, DEBENTURES, OR OBLIGATIONS OF THIS CORPORATION FROM TIME TO TIME FOR ANY OF THE OBJECTS OR PURPOSES OF THE CORPORATION; AND TO SECURE SAME BY MORTGAGE, PLEDGE, OR BY ANY OTHER LAWFUL MEANS.
- 4. TO HAVE OFFICES, AND TO CONDUCT AND PROMOTE ITS BUSINESS, WITHIN OR WITHOUT THE STATE OF FLORIDA, THE DISTRICT OF COLUMBIA, THE TERRITORIES AND POSSESSIONS OF THE UNITED STATES, AND IN FOREIGN COUNTRIES, WITHOUT RESTRICTION AS TO PLACE OR AMOUNT.
- 5. TO DO ANY AND ALL THINGS NECESSARY, SUITABLE AND PROPER FOR THE ACCOM-PLISHMENT OF ANY OF ITS OBJECTS OR FOR THE EXERCISE OF ANY OF THE POWERS SET FORTH ABOVE, WHETHER HEREIN SPECIFIED OR NOT, EITHER ALONE OR IN CONNECTION WITH OTHER FIRMS, INDIVIDUALS, OR CORPORATIONS, WHETHER IN THE STATE OF FLORIDA, OR THROUGHOUT THE UNITED STATES, OR ELSEWHERE, AND TO DO ANY OTHER ACT OR ACTS, THING OR THINGS INCIDENTAL OR PERTINENT TO OR CONNECTED WITH THE BUSINESS OR BUSINESSES HEREIN-BEFORE DESCRIBED, OR ANY PART OR PARTS THEREOF, IF NOT INCONSISTENT WITH THE LAWS OF THE STATE OF FLORIDA.
- 6. IN GENERAL, THIS CORPORATION SHALL HAVE AND EXERCISE ALL THE POWERS CONFERRED BY THE LAWS OF THE STATE OF FLORIDA UPON CORPORATIONS FOR PROFIT. IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING ENUMERATION OF SPECIFIC POWERS SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER SUCH GENERAL POWERS.

ARTICLE 3

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE 4

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 1531 COUGAR COURT CASSELBERRY, FL 32707. THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS NORA BRENDEL.

JACOB'S CAFE, INC. ARTICLES OF INCORPORATION

ARTICLE 5

THE CAPITAL STOCK OF THE CORPORATION SHALL CONSIST OF:

1000 SHARES WITH A \$1.00 PAR VALUE PER SHARE

ARTICLE 6

THE BUSINESS OF THE CORPORATION SHALL BE CONDUCTED BY A BOARD OF AT LEAST ONE DIRECTOR. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THE CORPORATION IS:

NORA BRENDFL 1531 COUGAR COURT CASSELBERRY, FL 32707

THE DIRECTOR NAMED ABOVE SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE EXISTENCE OF THE CORPORATION OR UNTIL HIS OR HER SUCCESSORS ARE ELECTED AND HAVE QUALIFIED.

ARTICLE 7

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS \$ 100.00.

ARTICLE 8

THE OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT, ONE OR MORE VICE-PRESIDENTS, A SECRETARY, AND A TREASURER. THE NUMBER OF VICE PRESIDENTS MAY BE FIXED AND DETERMINED BY THE BOARD OF DIRECTORS FROM TIME TO TIME. UNTIL THE FIRST MEETING OF THE BOARD OF DIRECTORS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, THE FOLLOWING SHALL BE THE OFFICERS OF THE CORPORATION:

PRES: NORA BRENDEL 1531 COUGAR COURT CASSELBERRY, FL 32707 VICE PRES: RICHARD BRENDEL
1531 COUGAR COURT
CASSELBERRY, FL 32707

SECRETARY: RICHARD BRENDEL

TREASURER: NORA BRENDEL

ARTICLE 9

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

NORA BRENDEL 1531 COUGAR COURT CASSELBERRY, FL 32707

ARTICLE 10

EVERY SHAREHOLDER OF THE CORPORATION, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE 11

1. THE ANNUAL MEETING OF THE SHAREHOLDERS SHALL BE HELD ON AUGUST 1 OF EACH YEAR, OR AT SUCH OTHER TIME AS MAY BE FIXED BY THE BY LAWS, AT WHICH TIME THE BOARD OF DIRECTORS SHALL BE ELECTED AND SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING MAY BE CONSIDERED AND TRANSACTED.



JACOB'S CAPE, INC. ARTICLES OF INCORPORATION

- 2. THE OFFICERS OF THE CORPORATION SHALL BE ELECTED ANNUALLY BY THE HOARD OF DIRECTORS AT A MEETING OF THE BOARD TO BE HELD ANNUALLY FOLLOWING THE ANNUAL SHAREHOLDERS' MEETING.
- 3. THE TIME, PLACE AND MANNER OF CALLING MEETINGS OF THE SHAREHOLDERS OR DIRECTORS SHALL BE FIXED BY THE BY LAWS OF THE CORPORATION. THE BOARD OF DIRECTORS MAY PROVIDE FOR THE ELECTION OF AND PRESCRIBE THE DUTIES OF SUCH OTHER OFFICERS AND AGENTS AS THE BOARD MAY DEEM ADVISEABLE AND PROPER, AND MAY TAKE SUCH ACTION NOT INCONSISTENT WITH THE ARTICLES OF INCORPORATION, AND THE BY LAWS OF THE CORPORATION AND THE LAWS OF THE STATE OF FLORIDA, AS SUCH BOARD MAY DEEM ADVISABLE FOR THE CONDUCT AND OPERATION OF THE CONDUCT AND OPERATION OF THE BUSINESS OF THE CORPORATION.
- 4. THE BOARD OF DIRECTORS SHALL APPOINT A RESIDENT AGENT AS REQUIRED BY THE STATE OF FLORIDA.

ARTICLE 12

THE HIGHEST AMOUNT OF LIABILITY TO WHICH THIS CORPORATION CAN, AT ANY TIME SUBJECT ITSELF, SHALL BE UNLIMITED.

ARTICLE 13

EVERY AMENDMENT TO THESE ARTICLES SHALL BE APPROVED BY THE STOCKHOLDERS BY A MAJORITY OF THE SHARES ENTITLED TO VOTE THEREON AT A MEETING CALLED FOR SUCH PURPOSES. A SPECIAL MEETING OF THE INCORPORATOR AND HIS OR HER ASSIGNS SHALL BE HELD, UPON THE CALL OF THE PRESIDENT, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND ADOPTION OF THE BY LAWS

AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY BE DESIRED.		
CORPORATE EXISTENCE SHALL BEGIN ON JUNE 9, 1995. I AM HEREBY FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES ARE REGISTERED AGENT FOR SAID CORPORATION. INCORPORATOR & REGISTERED AGENT	13 PH	
NORA BRENDEL STATE OF FLORIDA STATE OF FLORIDA BEFORE ME, THE UNDERSIGNED AUTHORITY, NORA BRENDEL, PERSONALLY APPEARED TO ME, WELL KNOWN AND KNOWN BY ME TO BE THE PERSON DESCRIBED IN AND WHO SIGNED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACT NOWLEDGED BEFORE ME THAT (S)HE SIGNED THE SAME FREELY AND VOLUNTARILY FOR THE USES AND PURPOSES	<u>မှ</u>	فهيه

NORA BRENDEL MY HAND AND SEAL AT WINTER PARK, IN WITNESS WHEREOF, I HAVE HEREUNTO SET PL, ORANGE COUNTY, ON JUNE 1, 1995

5.25-95

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COMMISSION F CC 370928
EXPIRES JUN 3, 1993
SOLUTION FILE
ATLANTIC SONDING CO., INC.