

417 E. Virginia St., Suite 1, Tallahavy F. Fl. 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, Fl. 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Ameunts Past 30 Days, 18% per Annum

THANK YOU from
Your Capital Connection

CERTIFICATE OF INCORPORATION

OF

LEE-DAN INC.

We, the undersigned, hereby associate ourselves for the purpose of forming 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 a corporation for profit.

ARTICLE I.

The name of this Corporation shall be LEE-DAN INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation shall be:

1. To erect, construct, establish, purchase, lease and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to

- 3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.
- 4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.
- 5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the State of Florida, or in any State, Territory, or dependency of the United States, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

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ARTICLE III.

The authorized capital stock of this Corporation shall be one hundred (100) shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the Board of Directors at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the Board of Directors.

ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital to begin the business herein and operate same shall be a total of FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V.

PRINCIPAL OFFICE

The principal office of the corporation shall be located at 4641 N.E. 3rd Avenue, Fort Lauderdale, Florida 33334, with the privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

ARTICLE VI.

CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to law.

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ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors shall be not less than **one (1)** nor more than **three (3)**, but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII.

DIRECTORS

The name and address of the first Board of Directors of this Corporation is:

LILY M. DANNER President

4641 N.E. 3rd Avenue Fort Lauderdale, FL 33334

FREDERICK M. DANNER Secretary-Treasurer 4641 N.E. 3rd Avenue Fort Lauderdale, FL 33334

ARTICLE IX.

NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

LILY M. DANNER

4641 N.E. 3rd Avenue Fort Lauderdale FL 33334 75 shares

FREDERICK M. DANNER

4641 N.E. 3rd Avenue Fort Lauderdale, FL 33334 25 shares

ARTICLE X.

REGISTERED_AGENT

FREDERICK M. DANNER, is hereby named as the original
Registered Agent of this Corporation, upon whom service of
process may be held in accordance with the laws of the State of

Florida, and the street address of the initial Registered Agent's office is:

4641 N.E. 3rd Avenue, Fort Lauderdale, FL 33334

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge and filed in the office of the Secretary of State of Florida the foregoing CERTIFICATE OF INCORPORATION, this 1744 day of July, 1995.

WITNESSES:

LILY MC DANNE

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STATE OF FLORIDA COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, LILY M. DANNER and FREDERICK M. DANNER, who are personally known to me, and he acknowledged before me that he executed the foregoing CERTIFICATE OF INCORPORATION for the purposes therein expressed and did not take an oath.

WITNESS my hand and seal in the County and State aforesaid, this 17^{+1} day of July, 1995.

MOTARY PUBLIC

SANDRA C. ATKINSON
MY COMMISSION # CC 229381 EXPIRES
September 20, 1996
BONDED THIS TROY FAIN DISGRANCE, INC

CERTIFICATE OF REGISTERED AGENT

In compliance with Chapter 48.091, Fla. Stats., the following is submitted:

LEE-DAN INC., a corporation desiring to organize under the Laws of the State of Florida, has named FREDERICK M. DANNER, as its initial Registered Agent, and the initial street address of the initial registered office of said Agent is:

4641 N.E. 3rd Avenue, Fort Lauderdale, FL 33334.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named 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.

PREDERICK M DANNER

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