

S

((H95000008825))

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

FROM: EMPIRE CORPORATE KIT COMPANY
1402 W FLAGLER ST
SUITE 200
MIAMI FL 33136- 311- 94
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000008825))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PIZZA POINT II, INC.

FAX AUDIT NUMBER: H95000008825

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/10/1995

TIME REQUESTED: 13:27:36

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG 10 PM 3:54

TO

P. 19049224000

JAN-30-1900 14:42 FROM

PREPARED BY:
CRAIG D. SAVAGE, ESQ.
MEMBER SAVAGE & SINGER, PA
801 NE 167th Street
N Miami Beach, Fla. 33161
Tel: (305) 651-4101

Flor Bar No. 164998

FILED
05 AUG 10 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PIZZA POINT II, INC.

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

ARTICLE I
NAME

The name of this corporation shall be PIZZA POINT II, INC.

ARTICLE II
NATURE OF BUSINESS

This corporation may engage in the restaurant business to the Public at Large permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation has authority to issue is 1,000 shares, all of which shall be common stock with a par value of \$1.00 per share. Shares of capital stock in this corporation shall be issued initially to the following person in the amounts set opposite his name:

DALE HATCHER 500 shares

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ASHWANNI KUMAR 500 shares

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V

The post office address of the principal office of this corporation shall be: 13726 Biscayne Blvd., North Miami Beach, Florida 33181 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 13762 Biscayne Blvd., North Miami Beach, Florida 33181 or at such other place as may hereafter be designated by the Board of Directors. The registered agent of this corporation shall be DALE HATCHER whose business address is and will be identical with the registered office of the corporation.

ARTICLE VI

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

The names and post office addresses of the subscribers to these Articles of Incorporation are as follows:

NAME	ADDRESS
DALE HATCHER	13726 Biscayne Boulevard North Miami Beach, Fla. 33181

ARTICLE VIII

The names and post office addresses of the initial members of the first Board of Directors are:

NAME	ADDRESS
President ASHWANNI KUMAR	13726 Biscayne Boulevard North Miami Beach, Fla. 33181
Vice Pres DALE HATCHER	13726 Biscayne Boulevard

HY5000008 82 5

North Miami Beach, Fla. 33101

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 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 shall be further specified by written agreement among all of the shareholders and this corporation.

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

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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 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 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 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

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This corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at North Miami Beach, Florida, on this 10 day of August, 1995.

Dale Hatcher
Dale Hatcher

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Dale Hatcher to me well known to be the identical person described in and who executed the attached Articles of Incorporation of PIZZA POINT II, 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 Miami, Dade County, Florida, on this 10 day of August, 1995.



[Signature]
Notary Public
State of Florida at large

My commission expires:

REGISTERED AGENT

HAVING BEEN NAMED to serve as Registered Agent for PIZZA POINT II, INC., I hereby agree to act in this capacity and agree to comply with the provisions of Florida Statute relative to keeping said office open.

Dale Hatcher
Dale Hatcher

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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H9 5000 008 82 5

2003年7月，在《中国环境报》刊登
300元，在《中国环境报》刊登
2003年7月，在《中国环境报》刊登

1001 SOUTH NATIONAL BANK BUILDING
 1001 NORTHEAST 15TH STREET
South Miami Beach, Florida 33162
 TELEPHONE (305) 656-2101
 FAX (305) 656-2104

1
Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fla. 32314

100001640931
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*****35.00 *****35.00

Enclosed is our Articles of Amendment and check for \$35.00 to file same. Please forward confirmation of this name change to undersigned in the enclosed envelope.

CRAIG D. SAVAGE

CDS : mv
enc.

FILED
95 NOV 14 AM 11:30
SEAL
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
PIZZA POINT II, INC.

FILED
95 NOV 14 AM 11:30
TALLAHASSEE, FLORIDA

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

1. The Articles of Corporation shall be amended as follows:

ARTICLE I - NAME

The name of this corporation shall be changed to PRIMO'S PIZZA, INC.

2. This Amendment was adopted on November 13, 1995.

3. This Amendment was adopted by the incorporator without shareholder action, in that shareholder action was not required.


IN WITNESS WHEREOF, I have hereunto set my hand and seal at North Miami Beach, Dade County, Florida on this 17 day of November 1995.


CRAIG D. SAVAGE, Incorporator

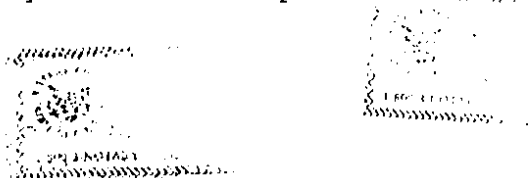
STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, undersigned authority, this day personally appeared CRAIG D. SAVAGE, to me well known to be the identical person described in and who executed the attached Articles of Amendment of PRIMO'S PIZZA, 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 Miami, Dade County, Florida, on the 14 day of November 1995.


Notary Public, State of
Florida

My Commission Expires: 11/14/96



P95000062066

Mamber, Savage & Singer, P.A.
Attorneys at Law

MILTON MAMBER
CHARLES SAVAGE
STEVEN M. SINGER

SUITE 302
COUNTY NATIONAL BANK BUILDING
400 NORTH EAST 16TH STREET
North Miami Beach, Florida 33162
TELEPHONE (305) 651-4001
FAX (305) 651-2943

November 27, 1995

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fla. 32314

RE: PRIMO'S PIZZA, INC.

Dear Sir:

Enclosed is our Articles of Amendment reflecting a change in the officers of the corporation, and our check for \$35.00 to file same. Please forward confirmation of this amendment to undersigned in the enclosed envelope.

Very truly yours,

CRAIG D. SAVAGE

CDS:mv
enc.

55 DEC 29 AM 9:05
RECEIVED
DIVISION OF CORPORATIONS

ENCLOSURE
01.0000000000000000
*****00.00 *****00.00

RECEIVED
95 DEC -1 AM 8:40
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1995

Craig D. Savage
Mamber, Savage & Singer, P.A.
801 N.E. 167th St., Suite 302
North Miami Beach, FL 33162

SUBJECT: PRIMO'S PIZZA, INC.
Ref. Number: P95000062066

We have received your document for PRIMO'S PIZZA, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 995A00053247

ARTICLES OF AMENDMENT
OF
PRIMO'S PIZZA, INC.

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

1. The Articles of Corporation shall be amended as follows:

ARTICLE VIII - OFFICERS

The OFFICERS of this corporation shall be changed to:

PRESIDENT - Dale Hatcher
13726 Biscayne Blvd.
North Miami Beach Fla. 33181

SECRETARY - Peter O'Shaughnessy
2199 NE 182nd Street
North Miami Beach, Fla. 33162

2. This Amendment was adopted on November 15, 1995.

3. This Amendment was adopted by the incorporator without shareholder action, in that shareholder action was not required.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at North Miami Beach, Dade County, Florida on this 15 day of November 1995.

CRAIG D. SAVAGE, Incorporator

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, undersigned authority, this day personally appeared CRAIG D. SAVAGE, to me well known to be the identical person described in and who executed the attached Articles of Amendment of PRIMO'S PIZZA, INC., and he

95DEC29 AM 9:05

RECEIVED
NOTARY PUBLIC
DADE COUNTY, FLORIDA

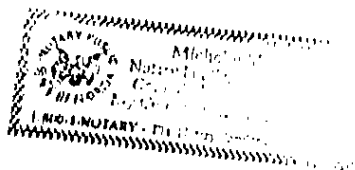
acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, on the 12 day of November 1995.

Michelle Hernandez

Notary Public, State of
Florida

My Commission Expires:



P95000062066

Mamber, Savage & Singer, P.A.
Attorneys at Law

MILTON MAMBER
CRAIG D. SAVAGE
STEVEN M. SINGER

SUITE 302
COUNTY NATIONAL BANK BUILDING
101 NORTHEAST 107TH STREET
North Miami Beach, Florida 33162
TELEPHONE (305) 651-4101
FAX (305) 651-7043

February 27, 1996

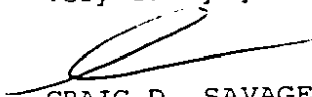
Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fla. 32314

RE: PRIMO'S PIZZA, INC.

Dear Sir:

Enclosed is our Articles of Amendment reflecting the addition of the Secretary as an officer of the corporation, and our check for \$35.00 to file same. Please forward confirmation of this amendment to undersigned in the enclosed envelope.


Very truly yours,


CRAIG D. SAVAGE

CDS:mv
enc.

96 FEB 29 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

317

Amend

ARTICLES OF AMENDMENT
OF
PRIMO'S PIZZA, INC.

FILED
96 FEB 29 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

1. The Articles of Corporation shall be amended as follows:

ARTICLE VIII - OFFICERS

The OFFICERS of this corporation shall be:

PRESIDENT - Dale Hatcher
13726 Biscayne Blvd.
North Miami Beach Fla. 33181

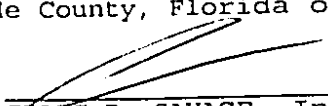
VICE PRESIDENT - Esther O'Shaughnessy
2199 NE 182nd Street
N Miami Beach, Fla. 33181

SECRETARY - Peter O'Shaughnessy
2199 NE 182nd Street
North Miami Beach, Fla. 33162

2. This Amendment was adopted on February 27, 1996.

3. This Amendment was adopted by the incorporator without shareholder action, in that shareholder action was not required.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at North Miami Beach, Dade County, Florida on this 27th day of February 1996.

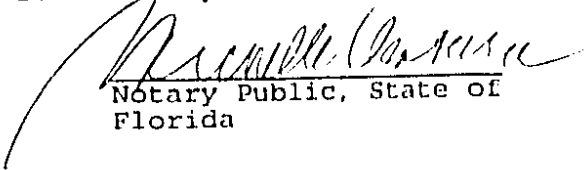

CRAIG D. SAVAGE, Incorporator

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, undersigned authority, this day personally appeared CRAIG D. SAVAGE, to me well known to be the

identical person described in and who executed the attached Articles of Amendment of PRIMO'S PIZZA, 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 Miami, Dade County, Florida, on the 27th day of February 1996.


Notary Public, State of
Florida

My Commission Expires:



P95000062.066

Annette Mogar

Edith O'Shaughnessy
1340 NE 177th St
N. M. B. Fl 33162
305 - 945-1730

clis

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ARTICLES OF DISSOLUTION

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TALL

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Promis Prom, Inc.

SECOND: The date dissolution was authorized: June 30 1996

THIRD: Adoption of Dissolution (CHECK ONE)

- ☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- ☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)
Signed this 7 day of August, 19 96.

Signature Esther O'Shaughnessy, Vice President
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Esther O'Shaughnessy, Vice
(Typed or printed name)

Vice President.
(Title)