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TRANSMITTAL LETTER

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FLORIDA SECRETARIAL
DIVISION OF CORPORATIONS
08/16/95 10:48:02 AM
55 REC 16 PHB: 26

August 10th, 1995

Department of State
Division of Corporations (Filing)
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

SUBJECT: Sunshine Coast to Coast, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50 (Filing Fee: \$35.00 for articles of incorporation filing and \$35.00 for designation of registered agent and \$52.50 for Certification of the articles of incorporation).

Please forward written confirmation that the enclosed documents have been filed, reviewed, approved and certified by the State of Florida to Mr. Frine Christopher at the address below. Thank you.

FROM: **Mr. Frine Christopher, President
Sunshine Coast to Coast, Inc.
2206 Ware Drive
West Palm Beach, Florida 33409**

Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 215, Royal Palm Beach, Florida 33411

Tel 407-790-6788/790-4505

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SECRETARY OF STATE
FLORIDA CORPORATIONS

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ARTICLES OF INCORPORATION

OF

Sunshine Coast to Coast, Inc.

We, the undersigned incorporators, for the purpose of forming a corporation under the Florida Corporation Act, **Florida Statute Chapter 607**, hereby associate ourselves and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

Sunshine Coast to Coast, Inc.

ARTICLE II: PURPOSE

Sunshine Coast to Coast, Inc. shall be organized under Florida Statute Chapter 607 as a for-profit corporation with the purposes of functioning as a restaurant with the possibility of additionally operating a bar within the restaurant.

Sunshine Coast to Coast, Inc. may invest its corporate funds into real estate, mortgages, stocks, bonds, and any other type of investments, and may own real and personal property necessary for operation as a restaurant and bar.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be in West Palm Beach , Palm Beach County, Florida.

ARTICLE IV: MAILING ADDRESS

The mailing address of the corporation shall be 2206 Ware Drive, West Palm Beach, Florida 33409.

ARTICLE V: SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be one hundred (100) shares with a par value of One Hundred Dollars (\$100.00) per share, all of which shall be common stock of the same class.

ARTICLE VI: OWNERSHIP OF SHARES

Frine Christopher, acting as Director and President of Sunshine Coast to Coast, Inc. shall be issued all one hundred (100) shares of common stock. Rochelin Lormejuste, acting as Vice-President of Sunshine Coast to Coast, Inc. shall not be issued any shares of common stock.

ARTICLE VII: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VIII: DESIGNATION OF REGISTERED AGENT

The name and address of the initial registered agent is Seth T. Weinstein, Esquire, Sokoloff & Weinstein, P.A., Attorneys at Law, 11440 Okeechobee Boulevard, Suite 215, Royal Palm Beach, Florida 33411.

ARTICLE IX: BOARD OF DIRECTORS

The names and post office addresses of the first board of directors, who subject to the provisions of the By-laws (not-attached) and these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

(1) Frine Christopher, Director
1132 South K Street, Apt. 3
Lake Worth, Florida 33460

ARTICLE X: PROFIT/DEBT SHARING

All debts and obligations shall be borne among all shareholders in proportion to their relative shares. However, if the debt or obligation arose from a matter outside the scope of Sunshine Coast to Coast, Inc. or outside the duties of the individual(s) incurring such a debt or obligation with respect to his (their) role(s) in Sunshine Coast to Coast, Inc., then Sunshine Coast to Coast, Inc. or its respective constituents will *not* be liable or responsible for any such debt or obligation in its entirety.

Profit sharing, salaries, dividends and bonuses shall be determined by a majority vote of all outstanding shareholders. However, profits (if any) will be divided equally among all shareholders in proportion to their respective shares unless a vote of a majority of shareholders states otherwise.

ARTICLE XI: DEATH

Upon the death of a stockholder, his or her shares of stock in this corporation shall be freely transferable and shall pass via the deceased stockholder's will/trust, etc. The shareholders of Sunshine Coast to Coast, Inc. shall hold their shares as a "tenancy in common."

ARTICLE XII: MANAGEMENT

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of Sunshine Coast to Coast, Inc.

- (1) Such directors/shareholders of Sunshine Coast to Coast, Inc. shall from time to time create, readdress and amend by-laws for the corporation as the directors/shareholders should see fit.
- (2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the board of directors of Sunshine Coast to Coast, Inc. is expressly authorized to adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the directors may be altered, amended or repealed by the stockholders.
- (3) The corporation shall have such officers as may from time to time be provided in the by-laws or articles of incorporation and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the board of directors subject to the by-laws.
- (4) Subject to the restrictions, if any, as are herein expressed and such further restrictions, if any as may be set forth in the by-laws (not attached), the board of directors of Sunshine Coast to Coast, Inc. shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

ARTICLE XIII: RESERVATION OF RIGHTS

The director(s) of Sunshine Coast to Coast, Inc. reserve the right to amend, alter, change or repeal any provision herein in the manner now or hereafter prescribed by

law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set our hand and seals this 10th day of August, 1995, for the purpose of forming Sunshine Coast to Coast, Inc. under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Frine Christopher
Frine Christopher, Director/President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Frine Christopher who, upon being first duly sworn, acknowledged that he executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of August, 1995.

Beth Tad Weinstein
Notary Public: State of Florida at Large

My Commission Expires:



BETH TAD WEINSTEIN
My Commission CC333436
Expires Dec. 01, 1997
Bonded by HAI
800-422-1555

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 KEG 16 PHB: 26334111

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 607.0501 or 617.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

(1) The name of the corporation is:

Sunshine Coast to Coast, Inc.

REC'D - 8/10/95
SOKOLOFF & WEINSTEIN, P.A.
11440 OKEECHOBEE BOULEVARD, SUITE 215
ROYAL PALM BEACH, FLORIDA 33411
FILED - 8/10/95
FLORIDA SECRETARY OF STATE
REGISTRATION OF CORPORATIONS

(2) The name and address of the registered agent and office is:

**Seth T. Weinstein, Esquire
Sokoloff & Weinstein, P.A., Attorneys at Law
11440 Okeechobee Boulevard, Suite 215
Royal Palm Beach, Florida 33411**

Having been named as registered agent and to accept service of process for 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 provision 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.

Seth T. Weinstein

Seth T. Weinstein, Esq. for Sokoloff & Weinstein, P.A., Attys at Law

8/10/95