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#### ARTICLES OF INCORPORATION OF



# LAMMA, INC.

corporation under Section 607.194, Florida Statutes, as amended, does hereby form this corporation and adopt the following Articles of Incorporation.

### ARTICLE I

#### NAME

The name of this corporation is LAMMA, INC.

#### ARTICLE II

# PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

- A. To engage in the business of operating restaurants/cafe's;
- B. To do any other business, activity or endeavor which is lawful in the State of Florida.

### ARTICLE III

# DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

# ARTICLE IV

# CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of no par value stock.

PREFACED BY:
CHRISTY L. MERTZ, ESO. - FLA. BAR NO. 986410
HARK & MERTZ, P.A.
100 S. BISCAYNE BLYD., #1101
MIAMI. FLORIDA 33131
(305) 579-0010

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#### ARTICLE V

# INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Fifteen Thousand (\$15,000.00) and 00/100 Dollars.

#### ARTICLE VI

# SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

SUBSCRIBER

**ADDRESS** 

NO. OF SHARES

Laurence Mendelson 9407 N.W. 70th Place

Tamarac, FL 33321

100

#### ARTICLE VII

### DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of directors may either be increased or decreased from time to time by vote of the stockholders in conformity with the By-Laws of the corporation, but shall never be less than one (1).

# ARTICLE VIII

# INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

NAME

ADDRESS

Laurence Mendelson

9407 N.W. 70th Place Tambrac, FL 33321

ARTICLE IX

#### **VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE X

# PRPENPTIVE RIGHTS

Every shareholder, 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 it is offered to others.

# ARTICLE XI

# INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1250 East Hallandale Beach Boulevard, Hallandale, Florida J3009, and the name of the initial Registered Agent of this corporation at that address is Laurence Mondelson.

#### ARTICLE XII

# INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

# ARTICLE YIII

# ADDITIONAL RIGHTS AND POWERS

The corporation shall have the further right and power to:

- A. From the 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 stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.
- B. The corporation may, in its By-Laws, 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.
- C. Both stockholders and directors shall have power, if the By-Laws 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 this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.
- D. The corporation reserves the right to amend, alter, change or appeal any provision contained in this Certificate of Incorporation, in the ranner now or hereafter prescribed by

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statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 22 day of August, 1995.

Zatura H. Mendelson
Layrence Mendelson

Address: 9407 N.W. 70th Place Tamarac, Florida 33321

The subsequent

STATE OF FLORIDA ) SS: COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 22 day of August, 1995, by Laurence Mendelson who personally appeared before me at the time of notarization, and who is personally known to me or who has produced \_\_\_\_\_\_ as identification and who did take an oath.

sign (100 MODDAY) L

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State of Florida at LATGE
(Seal) ISA A WOODAY SEAL
(Seal) ISA A WOODALL
MY COMMISSION NO. CCT/997/
MY COMMISSION PAR. MAY 19.1998

OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN PLORIDA, WANTING AGENT UPON WHOM PROCESS WAY BE SERVED

IN COMPLIANCE WITH Section 48.091, FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED:

FIRST, that Laurence Mendelson desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the State of Florida, have named La rence

located at 9407 N.W. 70th. Place, Tamarao, Florida Mendelson 33321, as its agent to accept service of process within Plorida.

Signature: Laurence H. Mendleson

Date:

August 22 1995

'swing been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: Caumer H. Menoblea Laurence Hondelson Registered Agent

Date:

August 22, 1995

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