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TX95 FLORIDA DIVISION OF CORPORATIONS
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FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN
FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
(((H95000009305))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: RASCALS OF BOCA, INC. FAX AUDIT NUMBER: H95000009305 CURRENT
STATUS: REQUESTED DATE REQUESTED: 08/23/1995 TIME REQUESTED:
09:03:59 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
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ARTICLES OF INCORPORATION

OF

RASCALS OF BOCA, INC.

THE UNDERSIGNED, for the purposes of becoming 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, liability, privileges, rights and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

RASCALS OF BOCA, INC.

ARTICLE II

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$100.00.

ARTICLE V

The initial street address of the principal office of this corporation is to be at:

TOWN CENTER AT BOCA RATON - SPACE 1011
6000 W. GLADES ROAD
BOCA RATON, FLORIDA 33486

ARTICLE VI

The corporation shall have two (2) directors. The number of Directors may be increased or diminished (but not less than one (1) director) from time to time pursuant to the By-Laws.

FREDERICK M. HEIMBERG, ESQ.
7280 W. PALMETTO PARK ROAD
SUITE 106
BOCA RATON, FLORIDA 33433
FLORIDA BAR NO. 186828
305-570-9000

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ARTICLE VII

The name and street address of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

ARNETTE DONALDSON and RONALD ROCCA
TOWN CENTER AT BOCA RATON - SPACE 1011
6000 W. GLADES ROAD
BOCA RATON, FLORIDA 33486

ARTICLE VIII

The name and street address of the incorporator is:

RONALD ROCCA
TOWN CENTER AT BOCA RATON - SPACE 1011
6000 W. GLADES ROAD
BOCA RATON, FLORIDA 33486

ARTICLE IX

The corporation shall have perpetual existence.

ARTICLE X

The street address of the initial registered office of the corporation is:

TOWN CENTER AT BOCA RATON - SPACE 1011
6000 W. GLADES ROAD
BOCA RATON, FLORIDA 33486

The name of the initial Registered Agent of the corporation at that address is:

RONALD ROCCA

ARTICLE XI

Stockholders of this corporation may enter into such stockholders' and trustee agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustee agreement.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain

FREDERICK W. HEIMBERG, ESQ.
7280 W. PALMETTO PARK ROAD
SUITE 106
BOCA RATON, FLORIDA 33433
FLORIDA BAR NO. 186828

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amendment of these Articles of Incorporation be made.

EXECUTED THIS 22ND DAY OF AUGUST, 1995, and acknowledged that the foregoing shall be filed in the Office of Secretary of State of Florida

Ronald Rocca
RONALD ROCCA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 607.0501 and 48.091, Florida Statutes, (Act) the following is submitted in compliance with said Act:

That RASCALS OF BOCA, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, has named

RONALD ROCCA

located at:

TOWN CENTER AT BOCA RATON - SPACE 1011
6000 W. GLADES ROAD
BOCA RATON, FLORIDA 33486

as its agent to accept service of process within this State.

ACCEPTANCE

The undersigned hereby accepts the appointment as Registered Agent, pursuant to Section 607.0501, Florida Statutes, and states that he is familiar with, and accepts the obligations of that position.

Ronald Rocca
RONALD ROCCA

DATE: AUGUST 22, 1995

FREDERICK M. HEIMBERG, ESQ.
7280 W. 7TH ALMETTO PARK ROAD
SUITE 106
BOCA RATON, FLORIDA 33433
FLORIDA BAR NO. 186828

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TALLAHASSEE, FLORIDA

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LAW OFFICES
LEE MAX ROTHMAN, P.A.

ONE EXECUTIVE COURT
2295 CORPORATE BOULEVARD, N. W.

SUITE 134

BOCA RATON, FLORIDA 33431

July 13, 1997

TELEPHONE
(866) 841-5500
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(866) 841-5509

MEMBER OF FLORIDA
AND GEORGIA BAR

REAL PROPERTY LAW
TITLE INSURANCE
REAL ESTATE CLOSINGS
LANDLORD-TENANT LAW
CORPORATION AND BUSINESS LAW
WILLS, TRUSTS AND ESTATE PLANNING
ESTATE ADMINISTRATION AND PROBATE

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Dissolution of Rascals of Boca Raton, Inc.

Ladies and Gentlemen:

600002239226-2-4
-07/16/97--01045--0023
*****35.00 *****35.00

I enclosed please find an original and one copy of Articles of Dissolution for the above referenced corporation. I have also enclosed a check in the amount of \$35.00 which represents the filing fee. Please return the copy to the undersigned as soon as possible. Thank you very much for your cooperation in this matter.

Sincerely yours,

Katherine A. Brewer

Katherine A. Brewer, C.I.A.
Legal Assistant to
Lee Max Rothman, Esquire

Enclosure
cc: client

16/Dis

VS JUL 21 1997

RASCALS OF BOCA, INC.
ARTICLES OF DISSOLUTION

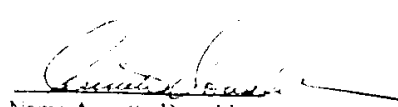
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CLERK OF DISTRICT COURT
FLORIDA

RASCALS OF BOCA, INC., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act

- FIRST The name of the corporation is RASCALS OF BOCA, INC. (the "company").
- SECOND The shareholders of the company approved the dissolution of the company effective on April 27, 1997.
- THIRD The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

EXECUTED April 20, 1997

RASCALS OF BOCA INC


Name: Annette Donaldson
Title: President.