

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, 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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 FIRM _____
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Service: Top Priority _____ Regular _____
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Matter No. _____ Express Mail No. _____

State Fees _____ Our \$ _____

RECEIVED
 95 FEB 12 AM 9:51
 DIVISION OF CORPORATION

WALB-3154
 PH 2/12/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/12/96		
TIME	9:00		CK No.
BY	DD		

WALK-IN
 Will Pick Up _____

RE: Model America Corp., Inc.
 No. 52503
 95 FEB 12 PM 3:00

RECEIVED
 TALLAHASSEE, FLORIDA

Capital Express™
☒ Art. of Inc. File _____
☐ Corp. Record Search _____
☐ Ltd. Partnership File _____
☐ Foreign Corp. File _____
☒ () Cert. Copy(s) _____
☐ Art. of Amend. File _____
☐ Dissolution/Withdrawal _____
☐ C U S. _____
☐ Fictitious Name File _____
☐ Name Reservation _____
☐ Annual Report/Reinstatement _____
☐ Reg. Agent Service _____
☐ Document Filing _____
☐ Corporate Kit _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ Document Retrieval _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ File No.'s _____ Copies _____
☐ Courier Service _____
☐ Shipping/Handling _____
☐ Phone () _____
☐ Top Priority _____
☐ Express Mail Prop. _____
☐ FAX () _____ pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

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

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 12, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: MODELS AMERICA CAFE, INC.
Ref. Number: W96000003154

We have received your document for MODELS AMERICA CAFE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

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

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 096A00006073

RECEIVED
96 FEB 12 PM 2:07
DIVISION OF CORPORATIONS

*Corrected
Thank you, Pam*

FILED

96 FEB 12 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
MODELS AMERICA CAFE, INC.**

The undersigned, acknowledges and files in the Office of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME

The name of the Corporation shall be: MODELS AMERICA CAFE, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this Corporation shall be: 1440 OCEAN DRIVE, MIAMI BEACH, FL 33139

ARTICLE III

Purpose

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

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Without limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the laws of the States, and which now or hereafter may be authorized by law.

To operate and manage bar/restaurant/cafe with liquor, beer, and wine.

ARTICLE IV

Shares

The authorized capital stock of this Corporation shall consist of one thousand (1000) shares of common stock with no (\$0) par value. Any

consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V

Manner of election of Directors

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

First Board of Directors

The number of Directors consisting of the first Board of Directors of the Corporation is one (1) as follows:

Richard T. Wilk- 431 Glenashton Drive, Oakville, Ontario L6H 4V8 Canada

ARTICLE VII

Initial Registered Agent and street address

The name and street address of the initial registered agent for the corporation is:

DAVID J. HART
100 NORTH DISCAYNE BOULEVARD
SUITE 1717
MIAMI, FLORIDA, 33132

ARTICLE VIII

Incorporator

The name and street address of the incorporator of the Corporation is:

Richard J. Wilk- 431 Glenashton Drive, Oakville, Ontario, L6H 4V8 Canada

ARTICLE IX

Existence

The Corporation shall have perpetual existence.

ARTICLE X

General Provisions

(a) The private property of any shareholder shall not be subject to the payments of any corporate debts to any extent whatsoever;

(b) A director of the corporation may transact business, borrow, lend, finance, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States;

(c) The Corporation shall indemnify each director and officer of the Corporation against all or any of all expenses reasonably incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer or director of the corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The undersigned incorporator has executed these Articles of Incorporation this 9thTH day of February, 1996.

By: 

Richard J. Wilk

FILED

96 FEB 12 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

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

Pursuant to the provisions of section 607.0501 or 617.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

i- The name of the Corporation is: MODELS AMERICA CAFE, INC.

ii- The name and address of the registered agent and office is:

DAVID J. HART
100 NORTH BISCAYNE BLVD, SUITE 1717
MIAMI, FLORIDA 33132

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions 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.

By:


DAVID J. HART

Dated: Miami, Florida
February 9, 1996