

P960000 15476

*Law Offices*  
*D. Justin Niles, P.A.*

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February 15, 1996

**VIA FEDERAL EXPRESS**

Secretary of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

200001716932  
-02/16/96--01048--014  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Filing Articles of Incorporation for 7001 Restaurant Corp.**

Ladies and Gentleman:

Enclosed please find the above referenced document for filing with the Division of Corporations, along with our firm's check in the amount of \$122.50 for same.

Very truly yours,

*Gail Tomlin*  
Gail F. Tomlin  
Secretary for  
D. Justin Niles

Enclosure  
gft

SECRETARYOFSTATE.001

FILED  
96 FEB 16 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*SAB*  
*2/20/96*

**ARTICLES OF INCORPORATION  
OF  
7001 RESTAURANT CORP.**

**FILED**  
96 FEB 16 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**

**CORPORATE NAME**

The name of this Corporation shall be:

**7001 RESTAURANT CORP.**

**ARTICLE II.**

**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the corporation shall be:

7001 North Federal Highway  
Boca Raton, Florida 33487

**ARTICLE III.**

**NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV.**

**CAPITAL STOCK**

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

**TERM OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE VI.

**PREEMPTIVE 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 rata share thereof at the price at which it is offered to others.

ARTICLE VII.

**SPECIAL PROVISION**

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as an S-Corporation.

ARTICLE VIII.

**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

CHRISTOPHER CIASULLI  
7001 North Federal Highway  
Boca Raton, Florida 33487

ARTICLE IX.

**BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than two (2) Directors at any time.

**ARTICLE X.**

**INITIAL DIRECTORS**

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
CHRISTOPHER CIASULLI	7001 North Federal Highway Boca Raton, Florida 33487
DAVID ARONOW	7001 North Federal Highway Boca Raton, Florida 33487

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

**ARTICLE XI.**

**OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Address</u>
CHRISTOPHER CIASULLI, President & Secretary	7001 North Federal Highway Boca Raton, Florida 33487

**ARTICLE XII.**

**INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Incorporator

CHRISTOPHER CIASULLI

Address

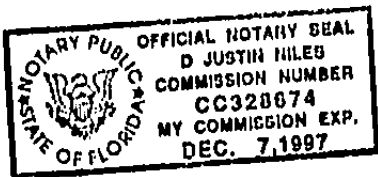
7001 North Federal Highway  
Boca Raton, Florida 33487

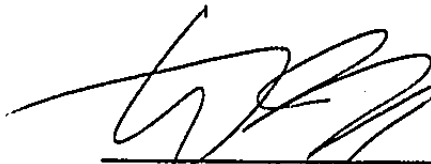
THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

  
\_\_\_\_\_  
CHRISTOPHER CIASULLI (SEAL)

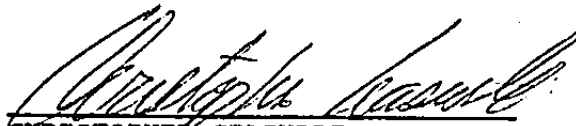
STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

Before me this 14<sup>th</sup> day of February, 1996 personally appeared CHRISTOPHER CIASULLI who: [ ] is personally known to me or ~~X~~ has produced his drivers licenses as identification, who is the person described as an Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation.



  
\_\_\_\_\_  
D. JUSTIN NILES NOTARY PUBLIC

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
\_\_\_\_\_  
CHRISTOPHER CIASULLI  
Registered Agent

CORP\7001 RESTAURANT CORP.ART 02/14/96

FILED  
96 FEB 16 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000015476

HUBERT B. SHENKIN  
ATTORNEY AT LAW  
BOCA PALM PROFESSIONAL PLAZA, SUITE 302  
6971 NORTH FEDERAL HIGHWAY  
BOCA RATON, FL 33487

TEL. (561)241-0179

Licensed in Colorado and Florida

November 1, 1996

600001985806--3  
-11/05/96--01079--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

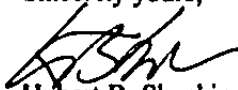
Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Fl. 32314

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Amedment to Articles of Incorporation for filing from 7001 Restaurant Corp.. Also enclosed is a check in the amount of \$35.00 for the filing fee. Kindly stamp the copy as received and return in the enclosed self-addressed, stamped envelope.

Thank you.

Sincerely yours;



Hubert B. Shenkin, Esq.  
HBS:ndp  
Encl.

*Amend*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
96 NOV -1, AM 8: 56

NOV 6 1996

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

7001 RESTAURANT CORP.

FILED STATE  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATION  
96 NOV -4 AM 8:56

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMEND AS FOLLOWS:

ARTICLE VIII

DELETE: CHRISTOPHER CIASULLI  
7001 North Federal Highway  
Boca Raton, Florida 33487

ADD: DAVID ARONOW  
7001 North Federal Highway  
Boca Raton, Florida 33487

I hereby accept the appointment as registered agent. I am familiar with, and accept and agree to comply with the provisions of law applicable to said designation.

  
DAVID ARONOW

ARTICLE X

DELETE: CHRISTOPHER CIASULLI  
7001 North Federal Highway  
Boca Raton, Florida 33487

ADD: MICHAEL CIASULLI  
7001 North Federal Highway  
Boca Raton, Florida 33487

ARTICLE XI

DELETE: CHRISTOPHER CIASULLI  
President & Secretary  
7001 North Federal Highway  
Boca Raton, Florida 33487

ARTICLE XI cont.

ADD: DAVID ARONOW  
President & Secretary  
7001 North Federal Highway  
Boca Raton, Florida 33487

ADD: MICHAEL CIASULLI  
Vice President  
7001 North Federal Highway  
Boca Raton, Florida 33487

**SECOND:**

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 19, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient or approval by \_\_\_\_\_  
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 2 day of November, 1996.

Signature: \_\_\_\_\_

(By the Chairman or Vice Chairman of the Board of Directors, President or other office if adopted by the shareholders)



OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

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Typed or printed name

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Title