

P96000032950

RECEIVED

APR 16 1996

CLERK OF SUPERIOR COURT

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

700001782407

-04/16/96--01089--015

1120.00 **70.00

OFFICE USE ONLY

FILED
CLERK OF SUPERIOR COURT
APR 16 PM 12:14

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SPOTLESS CEILINGS CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

4-16-96
Examiner's Initials WJW

ARTICLES OF INCORPORATION
OF
SPOTLESS CEILINGS CORP.

FILED
OFFICE OF STATE
CLERK
CORPORATION
65 APR 15 PM 12:14

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **SPOTLESS CEILINGS CORP.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 21410 West Dixie Highway, Aventura, Florida 33180 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

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

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Dino Bagdadi
Secretary:	Dino Bagdadi
Treasurer:	Dino Bagdadi

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Dino Bagdadi

whose addressos shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15 April 1996.



Elsie Sanchez, Incorporator

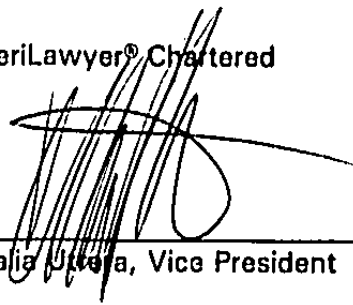
95 APR 16 PM 12:14

FILED
CLERK OF DISTRICT COURT
JANUARY 16 1996

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

AmeriLawyer® Chartered



By:

Natalia Utrera, Vice President



P96000032950

888 S.E. Third Avenue, Suite 400
Fort Lauderdale, Florida 33316

Telephone: (954) 524-8888 • Facsimile: (954) 524-0088 • E-mail: SalamaEm@AOL.COM

July 3rd, 1997

Florida Secretary of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32304

Re: Spotless Ceilings Corp.

Ladies and Gentlemen,

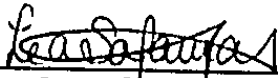
500002231475--6
-07/07/97--01121--014
*****35.00 *****35.00

Attached herewith, please find an amendment to the Articles of Incorporation for Spotless Ceilings Corp. as well as a check in the amount of \$35.00 to cover the expenses for said amendment.

Kindly forward to the undersigned a Certificate reflecting this corporate name change as soon as possible.

Should you have any further questions concerning this matter, please do not hesitate to communicate with the undersigned.

Yours very sincerely,



Lea A. Salama, Attorney

encl.

cc Dino Bagdadi

FILED
97 JUL -7 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend / N.C.

vfw 7-11-97

AMENDMENT TO THE ARTICLES OF INCORPORATION OF
SPOTLESS CEILINGS CORP.

At a special meeting held at the offices of the corporation on June 26, 1997, being present all the officers, directors, and shareholders of SPOTLESS CEILINGS, CORP., a Florida Corporation, filed on April 16, 1996, under document number P96000032950, motions were made and unanimously passed by all parties present to amend the Articles of Incorporation as follows:

FIRST: Article 1 of said Articles shall henceforth read as follows:

"The name of the Corporation is **BETTINI'S CAKES, INC.** (hereinafter "Corporation");

SECOND: Article 3 of said Articles shall henceforth read as follows:

"The address of the principal office and mailing address of this Corporation is 17826 Northeast 5th Avenue, North Miami Beach, Florida 33162, or at such other locations as the Corporation may have such other places of business in the State of Florida as the nature and progress of the business of the Corporation shall from time to time render necessary and/or desirable. The stockholders may from time to time move the principal office to any other address within the State of Florida."

THIRD: Article 5 of said Articles shall henceforth read as follows:

"The officers of the Corporation shall be:

President:	Dino Bagdadi
Vice President:	Raquel Bagdadi
Vice President:	Rica Emergui
Secretary:	Dino Bagdadi

whose address shall be the same as the principal office of the Corporation."

THIS INSTRUMENT PREPARED BY:

Lea A. Salama, Esq.
888 S.E. Third Avenue, Suite 400
Fort Lauderdale, Florida 33316
Telephone: (954) 524-8888
Fax: (954) 456-7062
FL Bar Number: FL 0059935

FILED
97 JUL -7 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH: Article 6 of said Articles shall henceforth read as follows:

"The Director(s) of the Corporation shall be:

Dino Bagdadi
Raquel Bagdadi
Rica Emergui

whose addresses shall be the same as the principal office of the Corporation."

FIFTH: Article 7.1 of said Articles shall henceforth read as follows:

"7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock, each share having the par value of **One Dollar (\$1.00)**."

SIXTH: Article 13 of said Articles shall henceforth read as follows:

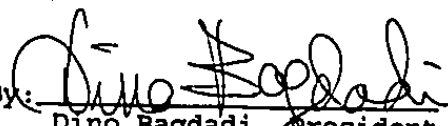
"The initial address of the registered office of this Corporation is **DINO BAGDADI**, located at 17826 Northeast 5th Avenue, North Miami Beach, Florida 33162. The name and address of the registered agent of this Corporation is **DINO BAGDADI**, 17826 Northeast 5th Avenue, North Miami Beach, Florida 33162."

SEVENTH: The President of the Corporation is authorized to file these Amendments with the Office of the Secretary of State of Florida.

EIGHTH: All other Articles of said Corporation shall remain the same.

NINTH: The Amendment was adopted by the Shareholders of the Corporation on the 26th day of June, 1997.

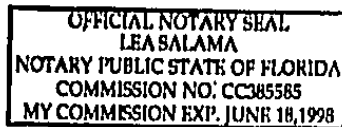
SPOTLESS CEILINGS, CORP.,
A Florida Corporation

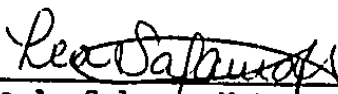
By: 
Dino Bagdadi, President

STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared Dino Bagdadi, to me personally known and well known to me to be the person described in and who executed the foregoing instrument as President/Director of SPOTLESS CEILINGS, CORP., a Florida Corporation, and he severally acknowledged before me that he executed such instrument as such Officer of said Corporation, and that the Seal affixed thereto is the Corporate Seal of said Corporation, and that it was affixed to said instrument by due and regular corporate authority that said instrument is the free act and deed of said Corporation and was executed for the purpose therein expressed.

WITNESS my hand and official seal at said County and State, this 26th day of June, 1997.





Lea A. Salama, Notary Public
STATE OF FLORIDA AT LARGE
Commission Number: CC385585
My Commission Expires: June 18, 1998