

P96000034008

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

300001786293
-04/19/96--01001--003
****122.50 ****122.50

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

1. L.P. Goulet America, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☒ 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

FILED
96 APR 18 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC 4/18/96
Examiner's Initials

FISCHER & SCHULMAN

A Partnership of Professional Associations

Emerald Hills Executive Plaza Two
4051 Sheridan Street • Suite 325
Hollywood, Florida 33021-3440

Rebecca H. Fischer, P.A. *
Benjamin R. Schulman, P.A.

* Also Admitted to Practice in California

(305) 963-2773
(800) 351-2773
FAX (305) 963-2902

April 15, 1996

Secretary of State
Division of Corporations
Tallahassee, FL

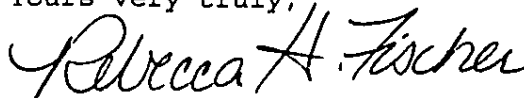
Re: Le Gourmet America, Inc.

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above named corporation along with a check in the amount of \$122.50.

From: Fischer & Schulman
Emerald Hills Executive Plaza Two
4651 Sheridan Street, Suite 325
Hollywood, FL 33021
(305) 963-2773

Yours very truly,



Rebecca H. Fischer

RHF/bm
enclosure

cc: Robert Lieberman

ARTICLES OF INCORPORATION
OF
LE GOURMET AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator, do hereby subscribe to and adopt the following Articles of Incorporation for the purpose of forming a corporation under Section 607 of the Florida Business Corporation Act.

ARTICLE ONE
NAME and PRINCIPAL OFFICE

The name of the corporation shall be LE GOURMET AMERICA, INC., and the principal place of business and mailing address of this corporation shall be: c/o Rebecca H. Fischer, 4651 Sheridan Street, Suite 325, Hollywood, FL 33021.

ARTICLE TWO
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE
PURPOSE

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

ARTICLE FOUR
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1000	No	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services or any benefit to the corporation in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be at 4651 Sheridan Street, Suite 325, Hollywood, Florida 33021 and the name of its registered agent at such address is Rebecca H. Fischer, Esq.

ARTICLE SIX
INITIAL DIRECTOR

The corporation shall have not less than one (1) nor more than seven (7) directors. The number shall be fixed by the By-Laws and may be changed from time to time, within the limits prescribed herein. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be Emanuel Sabbah, c/o Fischer & Schulman, 4651 Sheridan Street, Suite 325, Hollywood, Florida 33021.

ARTICLE SEVEN
INCORPORATOR

The name and address of the Incorporator is Rebecca H. Fischer, Fischer & Schulman 4651 Sheridan Street, Suite 325, Hollywood, Florida 33021-3449.

ARTICLE EIGHT
DIRECTOR CONFLICT OF INTEREST

No other contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which

any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

ARTICLE NINE INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, whether now or hereafter in effect.

ARTICLE TEN BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE ELEVEN AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Florida Business Corporation Act, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 8th day of April, 1996.

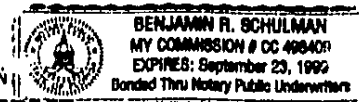
Rebecca H. Fischer
Rebecca H. Fischer, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 8th day of April, 1996. She is personally known to me,

[Signature]
Notary Public, State of Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE



Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned, corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at , submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

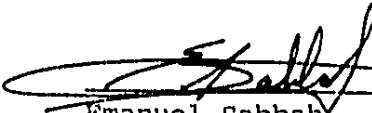
Le Gourmet America, Inc.

FILED

2. The name and address of the registered agent and office is:

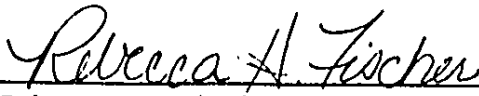
96 APR 18 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rebecca H. Fischer
Fischer & Schulman
Emerald Hills Executive Plaza Two
4651 Sheridan Street, Suite 325
Hollywood, Florida 33021-3449


Emanuel Sabbah
President

Dated: April 8, 1996

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 THIS 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.


Rebecca H. Fischer (Registered Agent)

P96000034 008

TERESA97 FLORIDA DIVISION OF CORPORATIONS
12:07 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H97000011734 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904) 385-6735
(904) 385-6761

FAX #:

NAME: LE GOURMET AMERICA, INC. AUDIT NUMBER.....H97000011734 DOC
TYPE.....BASIC AMENDMENT CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE.. \$35.00 NOTE:
PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER
ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

RECEIVED

97 JUL 18 PM 12:39

DIVISION OF CORPORATIONS

FILED
97 JUL 18 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
07-18-97
De

14770000/1734

97 JUL 18 PM 3:12
FILED
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LE GOURMET AMERICA, INC.

1. The name of the corporation is Le Gourmet America, Inc. (the "Corporation").

2. Article IV of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE I - CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	No	Common
1000	No	Preferred

3. This Amendment was recommended by the board of directors to the Corporation's shareholders on July 2, 1997.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, LE GOURMET AMERICA, INC. has caused these articles of Amendment to be executed on this 2nd day of July, 1997.

LE GOURMET AMERICA, INC.

By: 
Marc Sabbah, President

Rebecca H. Fischer, Esq.
4651 Sheridan Street, Suite 325
Hollywood, FL 33021
(954) 963-2773
FL BAR NO. 836737

14770000/1734

H97000011734

NOTICE OF A SPECIAL MEETING OF THE SHAREHOLDERS OF
LE GOURMET AMERICA, INC.

I, the undersigned shareholder, of the above named corporation, hereby call for a Special Meeting of the Shareholders to be held on the date and on the time and place listed below for the purpose of changing the capitalization of Le Gourmet America, Inc. to

Place of meeting: 4651 Sheridan Street, Suite 325
Hollywood, Florida 33021

Date of meeting: July 2, 1997

Time of meeting: 10:00 A.M.

Dated: July 2, 1997

Shareholder:



MARC SABBAB, PRESIDENT



MARC SABBAB, SECRETARY

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NY 1000011734

ACTION TAKEN BY WRITTEN CONSENT OF SHAREHOLDERS OF
LE GOURMET AMERICA, INC.

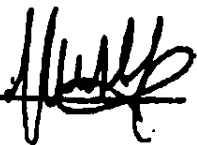
I, the undersigned shareholder of Le Gourmet America, Inc., a Florida corporation, being the holder of not less than one hundred per cent (100%) of the outstanding shares entitled to vote with respect to the subject matter thereof, and entitled to vote the number of shares set forth opposite his name below, hereby authorizes the following action taken without a meeting of shareholders:

1. Changing the capitalization of Le Gourmet America, Inc., to :

Number of Shares <u>Authorized</u>	Per Value <u>Per Share</u>	Class of <u>Stock</u>
1000	No	Common
1000	No	Preferred

2. There shall be one (1) Director and his name is Marc Sabbah, President, 6520 Powerline Road, Fort Lauderdale, FL 33309.

MARC SABBAH



2000 Shares July 2, 1997

NY 1000011734

HP7000011734

NOTICE TO SHAREHOLDERS AS TO ACTION TAKEN AT SPECIAL MEETING

I, the undersigned shareholder of Le Gourmet America, Inc., a Florida corporation, being the holder of one hundred per cent (100%) of the outstanding shares of the corporation entitled to vote with respect to the subject matter thereof, and entitled to vote the number of shares set out opposite my name below, voting at a special meeting, July 2, 1997, takes the following described action:

1. Changing the capitalization of Le Gourmet America, Inc. to:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	No	Common
1000	No	Preferred

2. There shall be one (1) Director and his name is Marc Sabbah, President, 6520 Powerline Road, Ft. Lauderdale, FL 33309.

Executed by each of the undersigned on the date set forth opposite my name, below.

SHAREHOLDER/SIGNATURE

DATE OF
EXECUTION

SHARES



MARC SABBABH
6520 Powerline Road
Ft. Lauderdale, FL 33309

July 2, 1997

2000

HP7000011734

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MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

The Board of Directors met pursuant to a call and notice of meeting and all directors being present in special meeting on July 2, 1997, at 4651 Sheridan Street, Suite 325, Hollywood, Florida 33021.

The meeting was called to order by the president and all answered present.

The secretary then presented the call. There being no objection, the notice was ordered entered into the minutes, and the same set forth as below.

The president then called the board's attention to the purposes for which the meeting was held:

1. Changing the capitalization of Le Gourmet America Inc., to:

<u>Number of Shares</u> <u>Authorized</u>	<u>Per Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	No	Common
1000	No	Preferred

2. There shall be one (1) Director and his name is Marc Sabbah, 6520 Powerline Road, Ft. Lauderdale, FL 33309.

There being no further business, the meeting was adjourned.

Dated: July 2, 1997.



MARC SABBAN, SECRETARY

#970000/1734