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May 3, 1996

CT CORPORATION SYSTEM 660 E. JEFFERSON ST. TALLAHASSEE, FL 32301

SUBJECT: IMPERIAL KITCHENS INC.

Ref. Number: W96000009477

We have received your document for IMPERIAL KITCHENS 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 name designated in your document is unavailable since it is the same as, it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Letter Number: 996A00021618

Sheldon Bream Document Specialist

### STATE OF FLORIDA

### ARTICLES OF INCORPORATION

OF:

FILED

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SUCK FILEY OF STATE
TALLAHASSEE, FLORIDA

Armbolt Equities, Inc.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:

Armbelt Equities, Inc. ..

SECOND: The street address of the initial principal office and, if different, the mailing address of the corporation is:

4791 Bocaire Boulevard Boca Raton, Florida 33487

THIRD: The number of shares the corporation is authorized to issue is:

1,000 shares of common stock, \$0.01 par value.

FOURTH: No shareholder shall have any preemptive rights.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: day-to-day management of the corporation shall be by its officers who shall be answerable to, and under the supervision of, its Board of Directors. Officers and directors of the corporation may be indemnified by the corporation (with insurance or otherwise) to the maximum extent permitted by law. The By-Laws of the corporation may be adopted and amended by the Board of Directors.

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

(04M277.1)

### 4791 Bocaire Boulevard Boca Raton, Florida 33487

and the name of its initial registered agent at such address is Anna Thun.

SEVENTH: The name and address of the Incorporator is:

Irving Rothstein, Esq. Heller, Horowitz & Feit, P.C. 292 Madison Avenue New York, New York 10017

The undersigned has executed these Articles of Incorporation this 26th day of

April, 1996

Irving Rothslein, Incorporator

Acceptance by the registered agent as required in Section 607.0501(3) F.S.: I, Anna Thun, am familiar with and accept the obligations provided for in Section 607.0505 F.S.

Dated: April 26, 1996

**ANNA THUN** 

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## P96000043318

### ARTICLES OF MERGER Merger Sheet

MERGING:

IMPERIAL KITCHENS INCORPORATED, a New York corporation not qualified in Florida

INTO

ARMBELT EQUITIES, INC., a Florida corporation, P96000043318.

File date: January 6, 1997

Corporate Specialist: Darlene Connell

# Document Number 1996 100004 33/8

C T CORPORATION SYSTEM		
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### DOMESTIC CORPORATION AND FOREIGN CORPORATION

### ARTICLES OF MERGER

STATE OF THE PARTY The undersigned corporations, pursuant to Section 607,1107 of the Flo Business Corporation Act hereby execute the following Articles of Merger:

The names of the corporations proposing to merge and the FIRST: names of the states or countries under the laws of which such corporations are organized are as follows:

Name of corporation

State/country\_of\_incorporation

ArmBelt Equities, Inc.

Florida

Imperial Kitchens Incorporated

**New York** 

The laws of the state or country under which such foreign SECOND: corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

The domestic corporation complies with the applicable THIRD: provisions of Sections 607.1101 - 607.1104 F.S. and, since it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

> The plan of merger is as follows: FOURTH:

- (1) Imperial Kitchens Incorporated, a New York corporation (the "Merging Corporation"), snall merge into ArmBult Equities, Inc., a Florida corporation (the "Surviving Corporation"); and
- (2) The terms of the merger is that the all of the shares of the Merging Corporation shall be exchanged on a one-for-one basis for shares of the Surviving Corporation. There are no outstanding convertible securities of the Merging Corporation.

FIFTH: The plan of merger was adopted by the shareholders of both constituent corporations on the 300 day of May, 1996.

Signed this 3rd day of May, 1996.

ARMBELT EQUITIES, INC.

Name: Anna Thun Title: President

IMPERIAL KITCHENS INCORPORATED

Name: Anna Thun Title: President

### P9600043318 OFFICE OF THE COMPTROLLER APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filled with the Comptroller, except as otherwise provided herein, which 3 years after the right to such refund shall have accused the cult right shall be barred. Three years is generally interpreted as meaning three years from the date of payment into the Safe treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of liste government which initially collected the money.

\_ EIN or SS#: \_11-23502.03 EQUITIES Name: ARMBELT Address: RATON 385.00 Date Paid Amount: notice 100 LG C E Reason for claim: \_\_ Wid 50 nafore 196000043318 SEPTEMBER. Certified true and correct this 27 \_ day of Signature\_. \* Must be completed if authority is other than Section 215.26, Florida Statutes. Agency recommends approval of acceptance of the second of Side Transver's Receipt No. 98819-084 dated 9/9/9/7 # 5 2 0 2 1 3 0 0 0 1 4 5 3 0 0 0 0 0 0 0 0 0 0 1 0 0 0 0 Name of Account Statutory Authority for Collection It is requested that payment be made from the following account: 45202130001453000000022002000 NAME OF ACCOUNT: Certified true and correct this State Division of Corporations
(Authorized Signature and Title) Department of State, Division of Corporations