

P96000044862

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
800-342-8086



96 MAY 24 PM 3:19

PRINCIPAL HALL
TAX & FINANCIAL SERVICES ACCOUNT NO. : 07210000003011 OF CORPORATION

REFERENCE : 966331 4303929

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 137.50

ORDER DATE : May 24, 1996

ORDER TIME : 2:05 PM

ORDER NO. : 966331

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

000001839710

DOMESTIC FILING

NAME: BREAKROOM OF TENNESSEE, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

LP
5/28/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 24 AM 10:47

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 24 AM 10:48

**ARTICLES OF INCORPORATION
OF
BREAKROOM OF TENNESSEE, INC.**

ARTICLE I

The name of the corporation is **BREAKROOM OF TENNESSEE, INC.**, (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Windmere Corporation, 6680 Miami Lakes Drive, Miami Lakes, Florida 33014.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four (4), and the names and

addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

David M. Friedson
5980 Miami Lakes Drive
Miami Lakes, Florida 33014

John A. Lee
350 Wilson Pike Circle
Brentwood, Tennessee 37027

Harry D. Schulman
5980 Miami Lakes Drive
Miami Lakes, Florida 33014

Kel Helou
305 Appomattox Drive
Brentwood, Tennessee 37027

ARTICLE VII

The name of the Incorporator is Lynn Roberts and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 24th day of May, 1996.



Lynn Roberts - Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 24 11:10:48

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BREAKROOM OF TENNESSEE, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY, Registered Agent

By: Patricia Pajuts

Dated: May 24, 1998