

100-342-8086

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TALLAHASSEE, FL 32301-2607  
904-224-7671  
904-224-0393

800-342-8086

096000044862

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96 MAY 24 PM 3: 19

PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 07210000003011 OF CORPORATION

REFERENCE : 966331 4303929

**AUTHORIZATION :**

COST LIMIT : \$ 122.50

ORDER DATE : May 24, 1996

ORDER TIME : 2:05 PM

ORDER NO. : 966331

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAURIG 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:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
 \_\_\_\_\_ PLAIN STAMPED COPY  
 \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

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

5/28/94

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  
5880 Miami Lakes Drive  
Miami Lakes, Florida 33014

Kel Halou  
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, 1998.

  
Lynn Roberts - Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**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

Patricia Pizzuti  
By:

Dated: May 24, 1998