

P96000045748

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.  
54 S.W. BOCA RATON BOULEVARD  
BOCA RATON, FL 33432-4708

EDWARD H. COHEN  
JOEL E. COOPERMAN  
PAULA H. GOLD (RETIRED)  
MICHAEL I. KOTLER \*\*  
ALLAN H. SCHWARTZ  
RONALD M. ZAKARIN \*  
OSCAR H. GLICKSTEIN, OF COUNSEL

\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND NEW YORK  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND PENNSYLVANIA

NEW YORK OFFICE  
1199 NORTHERN BLVD  
MANHATTAN, NEW YORK 10030

BOCA RATON (407) 361-0800  
WEST PALM BEACH (407) 844-4080  
FT. LAUDERDALE (305) 928-0930  
MIAMI (407) 361-0770

May 22, 1996

**VIA FEDERAL EXPRESS TRACKING #6644542730**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: **BOCA CAPPUCCINO CAFE, INC.**

Dear Sir/Madam:

Enclosed please find our law firm check in the amount of \$122.50 and an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent for Boca Cappuccino Cafe, Inc. Would you please file the Articles and Certificate and return them to me in the enclosed self-addressed stamped envelope. If you have any questions regarding the forgoing, please do not hesitate to call.

Very truly yours,

Schwartz, Gold, Cohen, Zakarin & Kotler, P.A.

By: Cheryl R. Clare  
Cheryl R. Clare  
Legal Assistant

/crc  
Enclosures

FAWS2000\DOCUMENT\CHERYL\SCIORTIN\BOCA.CAP\SEC-ST.LTR

PH 5/30/96

**ARTICLES OF INCORPORATION**  
**OF**  
**BOCA CAPPUCCINO CAFE, INC.**

FILED  
95 MAY 23 AM 10:54  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is  
**BOCA CAPPUCCINO CAFE, INC.**

**ARTICLE II**

**PURPOSE**

This corporation is organized for the following purposes:

1. To own and operate a coffee shop/cafe.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

#### **ARTICLE IV**

##### **TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is **5999 North Federal Highway, #1 Boca Raton, Florida 33487**. The initial registered agent of this corporation is **LORENZO SCIORTINO** with his address at **5999 North Federal Highway, Boca Raton, Florida 33487**. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

#### **ARTICLE VI**

##### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director(s), initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

**LORENZO SCIORTINO** 5999 North Federal Highway, #1  
Boca Raton, Florida 33487

#### **ARTICLE VII**

##### **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII  
INCORPORATOR

The name and address of the person signing these Articles is:

LORENZO SCIORTINO

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 21 day of May, 1996.

  
LORENZO SCIORTINO

STATE OF FLORIDA       )  
                                  )ss.  
COUNTY OF PALM BEACH )

Sworn to and subscribed before me this 21<sup>st</sup> day of May, 1996, by LORENZO  
SCIORTINO, who is personally known to me (or who has produced  
\_\_\_\_\_ as identification) and who did take an oath.

  
Notary Public, State of Florida

(SEAL)

FAWS2000\DOCUMENT\CHERYLSCIORTINO\BOCA\ARTICLE.CRT



92 MAY 23 1110:44

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **BOCA CAPPUCCINO CAFE, INC.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida has named **LORENZO SCIORTINO**, located at 5999 North Federal Highway, #1, Boca Raton, Florida 33487, its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

  
**LORENZO SCIORTINO**  
(Registered Agent)