

7000 WEST PALMETTO PARK ROAD, SUITE 409  
BOCA RATON, FL 33433

ADMITTED TO PLAZA AND (H) BAR  
ADMITTED TO PLAZA AND MARGARET HILL BAR

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(407) 368-1166  
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\*\*\*\*\*123.50 \*\*\*\*\*124.50

**FILED**  
**96 MAY 28 PM 1:48**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

6-4-96  
KR

# **Articles of Incorporation of Fifth Avenue Shops Restaurant, Inc.**

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

## **ARTICLE I NAME AND EFFECTIVE DATE**

The name of the corporation shall be **Fifth Avenue Shops Restaurant, Inc.**

## **ARTICLE II NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

## **ARTICLE III CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

## **ARTICLE IV PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS**

The principal address and the initial registered office of the corporation is 5370 N.W. 103rd Way, Coral Springs, Florida 33076 and the name of the initial registered agent of the corporation at that office is Audrey M. Troia.

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26 MAY 28 PM 1:48  
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**ARTICLE V**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**  
**CUMULATIVE VOTING**

All shareholders are entitled to cumulate their votes for directors.

**ARTICLE VII**  
**PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

**ARTICLE VIII**  
**BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTOR**

The name and address of the initial directors of the corporation are Rosario Troia and Audrey M. Troia, of 5370 N.W. 103rd Way, Coral Springs, Florida 33076.

**ARTICLE IX**  
**BY-LAWS**

The initial By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws.

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STATE OF FLORIDA )

COUNTY OF PALM BEACH ) ss:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Rosario Troia to me known to be the person described as the Subscriber, and Audrey M. Troia to me known to be the person described as the Subscriber and Registered Agent, in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this 27<sup>th</sup> day of May, 1996.

  
Notary Public

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**ARTICLE X  
SUBSCRIBER**

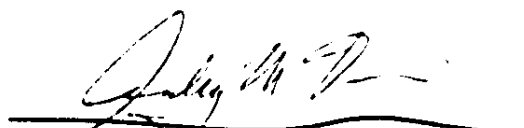
The name and street address of the subscribers to these Articles of Incorporation are Rosario Trola and Audrey M. Trola, of 5370 N.W. 103rd Way, Coral Springs, Florida 33076.

  
Rosario Trola

  
Audrey M. Trola

**ACCEPTANCE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Audrey M. Trola, Registered Agent

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