

FJR

Business Services, Inc.

12651 South Dixie Highway
Suite 209, South Park Centre
Miami, Florida 33156-5975

Tel: (305) 254-4555
Fax: (305) 254-0505

June 11, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400001867574
-06/19/96--01111--001
****122.50 ****122.50

Re: Wrapp n Roll, Inc.

On behalf of our client, Wrapp N Roll, Inc., we are forwarding the following:

1. Articles of Incorporation
2. Our check in the amount of \$ 122.50

Please process the Articles of Incorporation and return the filing acknowledgement to:

F.J.R. Business Services, Inc.
Attention: James Riegler
12651 South Dixie Highway
South Park Centre, Suite 209
Coral Gables, Florida 33156-5975

Thank your for your kind assistance.

95 JUN 19 PM 06:03
FJR
12651 SOUTH DIXIE HWY
SUITE 209
CORAL GABLES, FL 33156

ARTICLES OF INCORPORATION

OF

Wrapp n Roll, Inc.

96 JUN 19 PM 01:58

STATE OF FLORIDA

We, the undersigned, being of legal age and natural person do hereby subscribe to, acknowledge and file the Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

Wrapp n Roll, Inc.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

500 Shares Common Stock - \$1.00 par value

-2-

All of said stock shall be payable in cash, property, real or personal, labor services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration shall have been paid.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall not be less than Five Hundred (\$ 500.00) Dollars.

ARTICLE V

This Corporation shall commence its existence on the date of filing and shall have perpetual existence thereafter unless sooner dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at:
800 Douglas Entrance, Suite 303, Coral Gables, Florida 33134.
Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.

The name and address of the registered agent of this Corporation is:

James Riegler

12651 South Dixie Highway
South Park Centre, Suite 209
Miami, Florida 33156-5975

ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than two (2), to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office address of the first Board of Directors of this Corporation, all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successors are duly elected and qualified are:

Bruce Arthur

800 Douglas Entrance, Suite 303
Coral Gables, Florida 33134

Eric Krisman

800 Douglas Entrance, Suite 303
Coral Gables, Florida 33134

ARTICLE IX

The name and post office address of the officers of the Corporation are as follows:

Eric Krisman
President

800 Douglas Entrance, Suite 303
Coral Gables, Florida 33134

Bruce Arthur
Secretary

800 Douglas Entrance, Suite 303
Coral Gables, Florida 33134

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

Bruce Arthur

800 Douglas Entrance, Suite 303
Coral Gables, Florida 33134

ARTICLE XI

This Corporation shall indemnify any officer or director of any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

ARTICLE XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other rights contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.


ARTICLE XIV

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of any such Corporation.

ARTICLE XV

The private property of the stockholders shall not be subject to the payment of the Corporate debts, to any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person in Article X above, and in evidence of his wish to form this Corporation, does hereunto subscribe his name, this 12th day of June, 1996.



Bruce Arthur
Secretary

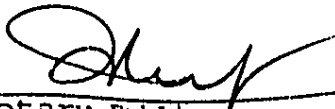
55 JUN 12 PM 1996

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Bruce Arthur, who is personally known to me and who did not take an oath and whose name is signed on the foregoing Certificate of Wrapp n Roll, Inc., and is described in said Certificate as the Incorporator of said Corporation, and acknowledged before me that he executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBED this 10th day of May, 1996.


Notary Public

My Commission Expires:



JAMES RIEGLER
My Commission CC806303
Expires Oct. 25, 1998

James Riegler

Printed Name of Notary

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James Riegler

P96000052434

FJR Business Services, Inc.

12651 South Dixie Highway • Suite 209 • South Park Centre • Miami, Florida 33156-5975
32314-6327

500002231105---9
-07/07/97--01079--012
*****35.00 *****35.00

FILED
97 JUL -2 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

97 JUN -4 AM 9:00

DIVISION OF CORPORATIONS

797-634 same people
Name (only)
need
6/16

Name
Availability
Examiner
Updater
Classifier
Verifier
Acknowledgement
W. P. Verityer

Name Change
NFB
7-3-97

FILING 35.00
C. COPY
R. AGENT
TOTAL 35.00
BALANCE DUE \$
REFUND \$

W97-14220
688, 672



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 18, 1997

FJR BUSINESS SERVICES, INC.
12651 S. DIXIE HWY., SUITE 209
SOUTH PARK CENTRE
MIAMI, FL 33156-5975

SUBJECT: WRAPP N ROLL, INC.
Ref. Number: P96000052434

We have received your document for WRAPP N ROLL, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 197A00032496

RECEIVED
97 JUL -2 AM 8:14
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Wrapp N Roll, Inc.

(present name)

FILED
97 JUL -2 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Corporate name to be changed as follows:
Wrapp N Roll Grill, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 1, 1997

FOURTH: Adoption of Amendment(s) (check one)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 1st day of January, 19 97.

Signature Bruce Arthur
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Bruce Arthur

Typed or printed name

President

Title