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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: KLEIN AND ASSOCIATES, P.A.

DEPARTMENT OF STATE

901 NORTHEAST 125TH ST.

STATE OF FLORIDA

409 EAST GAINES STREET

NORTH MIAMI FL 33161-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: HOLLYWOOD BEVERAGE, INC.

FAX AUDIT NUMBER: H96000008924

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/26/1996

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TALLAHASSEE, FL 32304



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Prepared By:  
Ronald G. Klein, Esq.  
901 N.E. 125th Street  
North Miami, Florida 33161  
305-891-6100

Florida Bar Number 230030

# ARTICLES OF INCORPORATION

- of -

## Hollywood Beverage, Inc.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

### ARTICLE I

#### NAME

The name of the corporation shall be: **Hollywood Beverage, Inc.**

### ARTICLE II

#### DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

### ARTICLE III

#### PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

- (a) retail and wholesale sale of beverages and related products;
- (b) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall

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be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(c) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

#### **ARTICLE IV**

##### **SHARES**

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time Five hundred (500) shares of Common stock, which shall have a par value of One Dollar (\$1.00) per share.

#### **ARTICLE V**

##### **PRINCIPAL OFFICE**

The street address of the principal office of the corporation in the State of Florida is: 15805 Miami Lakeway North, Miami Lakes, Florida 33014; and the name of the corporations initial Registered Agent at such address is Carlos Martinez.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

#### **ARTICLE VI**

##### **DIRECTORS**

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

The name and address of the initial Board of Directors of this corporation is:

Carlos Martinez  
15805 Miami Lakeway North  
Miami Lakes, Florida 33014

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## ARTICLE VII INCORPORATOR

The name and address of the incorporator of this corporation is:

Carlos Martinez  
15805 Miami Lakeway North  
Miami Lakes, Florida 33014

## ARTICLE VIII ADDITIONAL POWERS

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are preformed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserves.

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**ARTICLE IX**

**DIRECTOR ACTION**

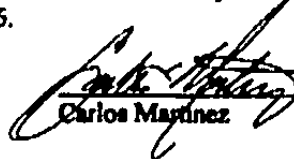
The directors of this corporation may take action by written consent as provided by law.

**ARTICLE X**

**INDEMNITY**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at Miami, Dade County, Florida, on June 26, 1996.

 (SEAL)  
Carlos Martinez

STATE OF FLORIDA)

)ss:

COUNTY OF DADE )

The foregoing instrument was acknowledged to me this 26th day of June, 1996, by Carlos Martinez who has produced a drivers license as identification, and who did not take an oath..

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

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**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, the Hollywood Beverage, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named **Carlos Martinez**, located at 15805 Miami Lakeway North, County of Dade, Miami Lakes, Florida 33014, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

(Must be signed by Designated Agent)

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.

  
\_\_\_\_\_  
**Carlos Martinez**  
Registered Agent

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96 JUN 26 PM 5:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000054609

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 30, 1997

HOLLYWOOD BEVERAGE, INC.  
15805 MIAMI LAKEWAY NORTH  
MIAMI LAKES, FL 33014

SUBJECT: HOLLYWOOD BEVERAGE, INC.  
Ref. Number: P96000054609

Debit Memo #: 8397-Z

This is to inform you that check #277 in the amount of \$165.00 submitted with the annual report for HOLLYWOOD BEVERAGE, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 30, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey  
Accountant I

Letter Number: 597A00029299

# State of Florida



Department of State

## CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for HOLLYWOOD BEVERAGE, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of August 12, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000054609.

P96000054609

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capitol, this the  
Twelfth day of August, 1997



CR2EO22 (2-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State