

89600057852

7-9-96 Michelle

Brenda Hacker

1500 N.W. 49 St #608

FT Lauderdale, FL 33309

#954-493-5338

VALIDATION ONLY

FILED
55 JUL 10 PM 1:02
TALLAHASSEE, FLORIDA

7000001889167
-07710796--01021--019
****122.50 ****122.50

CORPORATION(S) NAME

The Davie Breakfast Club, Inc.

Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Walk In	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> Mail Out
<input type="checkbox"/> W.M. Wait	<input checked="" type="checkbox"/> Pick Up	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

F. CHESSEB JUL 10 1996

ARTICLES OF INCORPORATION
THE DAVIE BREAKFAST CLUB, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: **THE DAVIE BREAKFAST CLUB, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be: **18459 Pines Boulevard, Suite 193, Pembroke Pines, Florida 33029.**

ARTICLE III - DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are filed by the Secretary of State.

ARTICLE IV - PURPOSE

The purpose of this corporation is to conduct, operate and manage any lawful business, and to perform other activities incidental and necessary to the operation of such business, in the State of Florida and the United States. The purpose of this corporation also includes the purchase and sale of real and personal property required for the business functions, and to engage in any activities or businesses permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares this corporation is authorized to have outstanding at any one time is **SEVEN THOUSAND FIVE HUNDRED (7,500) shares**, all of one (1) class, of **ONE DOLLAR (\$1.00) par value**, common stock, which shall be designated "Common Stock". This corporation is not authorized to issue preferred shares.

The shareholders may, by By-Law provision or by shareholder agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: **18459 Pines Boulevard, Suite 193, Pembroke Pines, Florida 33029**, and, the name of the initial registered agent of this corporation at that address is **RICHARD COTTON**. The Board of Directors may from time to time move the office to any other address in Florida and/or designate another individual to serve as the Registered Agent of this corporation.

ARTICLE VII - INITIAL OFFICERS AND BOARD OF DIRECTORS

This corporation shall have two (2) officers and directors initially. The number of officers and directors may either be increased or decreased from time to time by an amendment of the By-Laws of the corporation, in a manner provided by law, but shall never be less than one (1).

The names and addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Richard Cotton
18459 Pines Boulevard
Suite 193
Pembroke Pines, FL 33029

Daniel Kane
18459 Pines Boulevard
Suite 193
Pembroke Pines, FL 33029

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Richard Cotton
18459 Pines Boulevard, Suite 193
Pembroke Pines, Florida 33029

ARTICLE IX - BY-LAWS

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that such By-Law is not subject to amendment or repeal.

ARTICLE X - COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XI - MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the Board of Directors of this corporation, or those designated by them.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify and hold harmless any officers or directors, and any former officers and directors, from and against any liability, actual and/or potential, including, but not limited to, attorneys' fees and court costs, arising from or in connection with their positions as an officer and/or director of this corporation, to the fullest extent permitted by law.

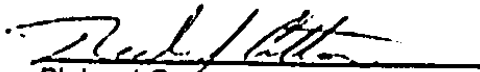
ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision(s) contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:
THE DAVIE BREAKFAST CLUB, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Coral Springs, Broward County of Broward, State of Florida, has named **RICHARD COTTON**, located at: **18459 Pines Boulevard, Suite 192, Pembroke Pines, Florida 33029**, as its agent to accept service of process within the State of Florida.

INCORPORATOR:



Richard Cotton

Having been named to accept service of process for the above-referenced corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: _____


Richard Cotton

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of June, 1996.


Richard Cotton

FILED
95 JUN 10 PM 1:02
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **RICHARD COTTON**, who provided me with Florida Drivers License No.: Personally Known for identification, or who is to me personally known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

27th WITNESS my hand and official seal in the County and State last aforesaid this day of June, 1996.


Notary Public State of Florida

Notary's Printed Name

My Commission Expires:

