

JUL-12 1996 3:46  
7/12/96

EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS  
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P.21  
12:15 PM

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 149 N. FLAGLER ST.  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33136 052-4400  
TALLAHASSEE, FL 32399 CONTACT: RAY STORNOFF  
FAX: (904) 922-4000 PHONE: (305) 541-3884  
FAX: (305) 541-3770

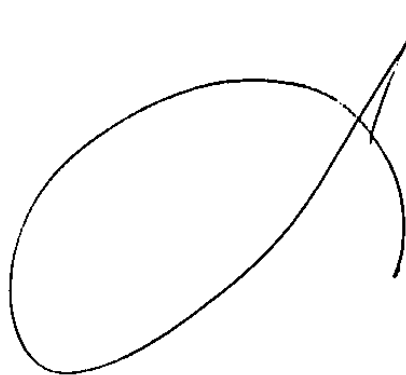
((H96000009711))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: GOURMET FRENCH CAFE, INC.  
FAX AUDIT NUMBER: H96000009711 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 07/12/1996 TIME REQUESTED: 12:15:53  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072460003255

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TALLAHASSEE, FLORIDA

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FLORIDA DIVISION OF CORPORATIONS

96 JUL 12 PM 2:11

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 FILED  
 P.22

H96000009711

ARTICLES OF INCORPORATION  
 OF  
 GOURMET FRENCH CAFE, INC.

The undersigned, being of legal age, does hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

## ARTICLE I

The name of the corporation shall be GOURMET FRENCH CAFE, INC.

## ARTICLE II

The general nature of the business and the object and purposes proposed to be transacted and carried on are to be engaged in are any and all activities or business permitted under the laws of the United States and the State of Florida.

## ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 800 shares at \$1.00 par value.

## ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to the law and said corporation's existence shall commence on the date of subscription and acknowledgment of this Certificate of Incorporation.

## ARTICLE V

The initial street address of said corporation shall be at 1110 Brickell Avenue, #2 Miami, Florida 33131.

## ARTICLE VI

The number of directors of this corporation shall not be less than one (1) nor more than seven (7). The corporation shall initially have one (1) Director.

## ARTICLE VII

The corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) director. At no time shall the corporation be managed by the stockholders unless there is at least one (1) stockholder.

FRANK WOLLAND, ESQ.  
 (305) 892-8840  
 12865 West Dixie Highway  
 North Miami, FL 33161  
 Law Office Of Frank Wolland  
 Florida Bar #247537

**GOURMET FRENCH CAFE, INC.**  
(page 2)

**ARTICLE VIII**

Any restrictions imposed by the corporation on the sale or other disposition of its shares and on the transfer thereof must be noted conspicuously on each certificate representing shares to which the restriction applies.

**ARTICLE IX**

The name and address of the first Director of this corporation, who shall hold office for the first year or until their successors are elected shall be:

NAMES	ADDRESSES	OFFICE
JACQUELINE CHALLET	1110 Brickell Avenue Suite 102 Miami, Florida 33131	Pres./Treas./Sec.

**ARTICLE X**

These Articles may be amended, when approved by a majority of the Directors and stockholders.

The corporation shall indemnify directors or officers, or subscribers and their heirs, and assigns, against all expenses, actually and necessarily incurred in connection with the defense or settlement of any claim action, suit or proceeding in which they be reason of being or having been directors or officers, except in relation to matters as to which any such directors or officer shall be adjudged to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which the indemnification may be entitled under the law, or by-law, agreement, vote of stockholders, or otherwise.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever.

**ARTICLE XI INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is JACQUELINE CHALLET, 1110 Brickell Avenue, Suite 102, Miami, Florida 33131.

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GOURMET FRENCH CAFE, INC.  
(page 3)

## ARTICLE XII

The Registered Agent to accept service of process within this State for said corporation shall be: JACQUELINE CHALLET, 1110 Brickell Avenue, Suite 102, Miami, Florida 33131.

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

*J. Challet*  
JACQUELINE CHALLET

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named and the incorporator, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and does respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 11 day of July, 1996.

*J. Challet*  
JACQUELINE CHALLET  
Incorporator

STATE OF FLORIDA:  
COUNTY OF DADE :

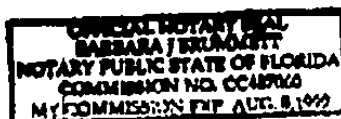
BEFORE ME the undersigned authority personally appeared, JACQUELINE CHALLET, Incorporator to me well known and known by me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who has acknowledged before me that she executed the same for the purposes therein expressed.

personally known or  
produced *FL Drivers License* as identification

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Florida on this 11 day of July, 1996.

My commission expires:

*Barbara J. Burman*  
Notary Public, State of Florida



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FRANK WOLLAND

ATTORNEY AT LAW

12865 WEST DIXIE HIGHWAY

SECOND FLOOR

NORTH MIAMI, FL 33161

TEL: (305) 899-8588 • FAX: (305) 892-8454

FILED  
97 MAR 28 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

March 25, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

000002126870-1  
03/28/97 01054-01054  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Incorporation

Gentlemen:

Enclosed please find Articles of Amendment  
Incorporation of GOURMET FRENCH CAFE, INC., a Florida Corporation  
Enclosed also find a check in the amount of \$35.00 as and for your  
fee for filing of same.

I am enclosing a prestamped and addressed envelope for your  
convenience in returning same when they have been filed.

Very truly yours,

  
Frank Wolland, Esq.

FW/bb

Encls.

Amend.

APR 2 1997

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

GOURMET FRENCH CAFE, INC.

FILED  
97 MAR 28 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)

ARTICLE V shall be changed to read:

ARTICLE V: The ~~initial~~ street address of said corporation shall be at 1926 Hollywood Boulevard, Hollywood, FL 33020

ARTICLE IX: Change address of Jacqueline Challet to 1926 Hollywood Boulevard, Hollywood, FL 33020

ARTICLE XI: Change address of Jacqueline Challet to 1926 Hollywood Boulevard, Hollywood, FL 33020

ARTICLE XII: Change address of Jacqueline Challet to 1926 Hollywood Boulevard, Hollywood, FL 33020

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: 3/18/97

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.

Signed this 18 day of March, 1997.

Signature: \_\_\_\_\_

JACQUELINE CHALLET, PRESIDENT/SECRETARY

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JACQUELINE CHALLET

Typed or printed name

President/Secretary/Treasurer

Title