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TO: DIVISION OF CORPORATIONS FROM MANHATTAN COFFEE OF OAKLAND PARK, INC.
DEPARTMENT OF STATE 1492 W. FLAGLER ST.
STATE OF FLORIDA SUITE 200
609 E. 5TH AVENUE, TALLAHASSEE, FL 32301 MIAMI FL 33136 02-
FAX (904) 922-4100 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

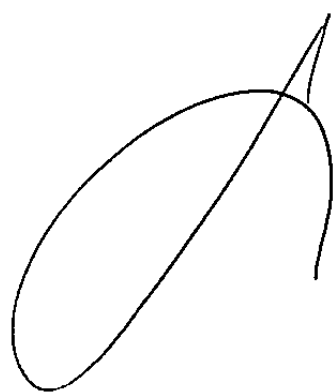
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NAME: MANHATTAN COFFEE OF OAKLAND PARK, INC.
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Tim A. Shore, Esq.
6855 E. Sunrise Blvd. #405
Ft. Laud., FL 33304
(954) 561-4551
Fl. Bar No. 368431

ARTICLES OF INCORPORATION

OF

MANHATTAN COFFEE OF OAKLAND PARK, INC.

WITNESSETH

ARTICLE I
NAME

The name of the corporation shall be:

MANHATTAN COFFEE OF OAKLAND PARK, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this corporation shall be:

6310 NW 9th Ave.
Ft. Lauderdale, FL 33309

ARTICLE III
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV
PURPOSE(S)

This Corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE VI
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or

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by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VII
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida statutes, unless limited as follows:

No limitations

ARTICLE VIII

The name and the street address of the initial registered agent is:

Roman Plaks
6310 NW 9th Ave.
Ft. Lauderdale, FL 33309

ARTICLE IX
INCORPORATORS

The name(s) and street address(es) of the incorporator(s) for these articles of incorporation is(are):

Roman Plaks
6310 NW 9th Ave.
Ft. Lauderdale, FL 33309

ARTICLE X
INITIAL BOARD OF DIRECTORS

This Corporation shall have One director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The name and address of the initial Director of the corporation is as follows:

Roman Plaks
6310 NW 9th Ave.
Ft. Lauderdale, FL 33309

ARTICLE XI
INDENTIFICATION

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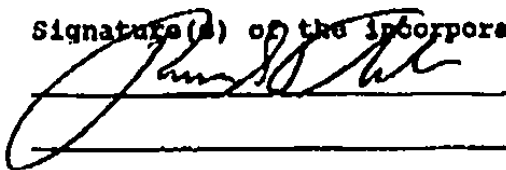
The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XII
LIMITATION ON SHAREHOLDERS SUITS

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

The undersigned incorporator(s) has(have) executed these articles of incorporation this 22 day of July, 1996.

Signature(s) of the incorporator(s)



Roman Plaks

Roman Plaks

Typed name of incorporator signing

Typed name of incorporator signing

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: **MANHATTAN COFFEE OF OAKLAND PARK, INC.**

2. The name and address of the registered agent and office is:

Roman Plaks
6310 NW 9th Ave.
Ft. Lauderdale, FL 33309

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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.

SIGNATURE: 

DATE: 7.22.90

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