

P960000 65336

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FL 120012R AUG 6 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	8/5/96		
TIME	4:45		CK No.
BY	ber		

WALK-IN  
 Will Pick Up \_\_\_\_\_

RE: Goyarrola Music  
ENTERPRISE, INC.

O.O. FEE. DISBURSED

☒ Capital Express™  
☒ Art. of Inc. Fila \_\_\_\_\_  
☐ Corp. Record Search \_\_\_\_\_  
☐ Ltd. Partnership Fila \_\_\_\_\_  
☒ Foreign Corp. Fila \_\_\_\_\_  
☐ ( ) Cert. Copy(s) \_\_\_\_\_

☐ Art. of Amend. Fila \_\_\_\_\_  
☐ Dissolution/Withdrawal \_\_\_\_\_  
☐ O U B. \_\_\_\_\_  
☐ Fictitious Name Fila \_\_\_\_\_

☐ Name Reservation \_\_\_\_\_  
☐ Annual Report/Reinstatement \_\_\_\_\_  
☐ Reg. Agent Service \_\_\_\_\_  
☐ Document Filing \_\_\_\_\_

☐ Corporate Kit \_\_\_\_\_  
☐ Vehicle Search \_\_\_\_\_  
☐ Driving Record \_\_\_\_\_  
☐ Document Retrieval \_\_\_\_\_

☐ UCC 1 or 3 Fila \_\_\_\_\_  
☐ UCC 11 Search \_\_\_\_\_  
☐ UCC 11 Retrieval \_\_\_\_\_  
☐ File No.'s, Copies \_\_\_\_\_  
☐ Courier Service \_\_\_\_\_  
☐ Shipping/Handling \_\_\_\_\_  
☐ Phone ( ) \_\_\_\_\_  
☐ Top Priority \_\_\_\_\_  
☐ Express Mail Prop. \_\_\_\_\_  
☐ FAX ( ) \_\_\_\_\_ pgs.

## SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION**  
**- OF -**  
**GOYARROLA MUSIC ENTERPRISE, INC.**

FILED  
65 JUN -5 PM 5:23  
TREASURY DEPT.

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is **GOYARROLA MUSIC ENTERPRISE, INC.**

**ARTICLE II - DURATION**

This corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

This corporation is organized for any legal purpose.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of common stock without nominal or par value which shall be designated "Common Shares." The consideration to be paid for each share shall be fixed by the Board of Directors.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is c/o Susan Hahn, Esq., 444 Brickell Avenue, Miami, Florida 33131, and the name of the initial registered agent of this

corporation at that address is Susan Hahn, Esq. The principal office and mailing address of the Corporation is 30 Shore Drive North, Miami, Florida 33133.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Aitor Goyarrola	30 Shore Drive North, Miami, Florida 33133

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Aitor Goyarrola	30 Shore Drive North, Miami, Florida 33133

#### **ARTICLE VIII - BY-LAWS**

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

#### **ARTICLE IX - POWERS**

This corporation shall have all of the corporate powers enumerated in the General Corporation Act.

#### **ARTICLE X - INDEMNIFICATION**

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

#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of July, 1996.

  
Aitor Goyarrola

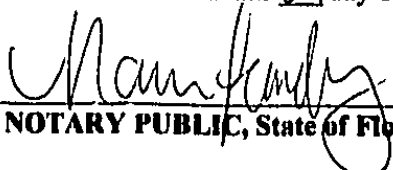
State of Florida        )

) SS:

County of Dade        )

BEFORE ME, the undersigned authority, personally appeared Aitor Goyarrola, to me well known, and know to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 24 day of July, 1996.

  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



NANCY LANDY  
My Commission CC544880  
Expires Apr. 02, 2000

**DESIGNATION OF RESIDENT AGENT**

**Certificate Designating Place of Business or Domicile  
for the Service of Process within this State,  
Naming Agent Upon Whom Process May be Served.**

\*\*\*\*\*

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

**THAT, Goyarrohn Music Enterprise, Inc. ,** desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **SUSAN HAHN, ESQ.,** as its Registered Agent to accept service of process within this State.

**ACCEPTANCE**

**THAT, I** agree as Resident Agent to accept Service of Process; to keep office open during the prescribed hours and to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in office as required by law.

  
\_\_\_\_\_  
**SUSAN HAHN, ESQ.**  
**Resident Agent**

State of Florida        )  
                              ) SS:  
County of Dade        )

FILED  
95 MAR -6 PM 5:23  
TALLAHASSEE, FLORIDA

**BEFORE ME**, the undersigned authority, personally appeared **SUSAN HAIN, ESQ.**, to me well known, and know to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

**WITNESS** my hand and official seal this 31<sup>st</sup> day of July, 1996.

  
**NOTARY PUBLIC, State of Florida at Large**  
**My Commission Expires:**



**NANQI LANDY**  
My Commission CC844689  
Expires Apr. 02, 2000

P96000065009

HINES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

JAMES P. HINES  
RANDY MILLER  
CHRISTOPHER D. NORMAN  
JAMES P. HINES, JR.  
STEPHEN C. SULLIVAN

HYDE PARK PROFESSIONAL CENTER  
315 SOUTH HYDE PARK AVENUE  
TAMPA, FLORIDA 33606

TAXATION  
CORPORATION & BUSINESS LAW  
ESTATE PLANNING & ADMINISTRATION

December 24, 1996

(813) 251-8659  
FAX (813) 254-6153

**VIA FEDERAL EXPRESS**

State of Florida  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002038764--S  
-12/27/96--01017--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Sher's Kitchen, Inc./Jony's Enterprises, Inc.

Dear Sir/Madam:

Please find enclosed for filing an original of the Articles of Merger of Sher's Kitchen, Inc., a Florida corporation, and Jony's Enterprises, Inc., a Florida corporation, with an attached copy of the Agreement and Plan of Merger entered into between these corporations.

We have also enclosed a copy of the above-referenced documents so you may stamp same and return them to our office. Also enclosed is our firm's check in the amount of \$70.00 to cover the cost of the filing of the Articles.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

*Randell Miller*  
Randell Miller

RM/bja  
Enclosures  
cc: Mr. and Mrs. Joseph Berres

EFFECTIVE DATE  
12/30/96

FILED  
96 DEC 26 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4 - 9 1997

*Merger*

EFFECTIVE DATE

**ARTICLES OF MERGER**

Pursuant to the provisions of §607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging them into one corporation.

1. The names of the corporations which are parties to the within merger are: JONY'S ENTERPRISES, INC., a Florida corporation, the absorbed corporation, and SHER'S KITCHEN, INC., a Florida corporation, the surviving corporation.

2. The Merger shall become effective as of 12:01 a.m. December 30, 1996.

3. The Agreement and Plan of Merger (attached hereto) dated the 24th day of December, 1996, pursuant to which JONY'S ENTERPRISES, INC. shall be merged with and into SHER'S KITCHEN, INC. was unanimously adopted by the shareholders of JONY'S ENTERPRISES, INC. by resolutions adopted on the 24th day of December, 1996 and then by the shareholders of SHER'S KITCHEN, INC. on the 24th day of December, 1996.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of JONY'S ENTERPRISES, INC. and SHER'S KITCHEN, INC. by their authorized officers as of December 24, 1996.

(CORPORATE SEAL)

Michele Joerres  
Michele Joerres, Secretary

(CORPORATE SEAL)

Michele Joerres  
Michele Joerres, Secretary

JONY'S ENTERPRISES, INC.

By: Joseph M. Joerres  
Joseph M. Joerres, President

SHER'S KITCHEN, INC.

By: Joseph M. Joerres  
Joseph M. Joerres, President

### AGREEMENT AND PLAN OF MERGER

THIS PLAN of Merger dated this 24 day of December, 1996, between SHER'S KITCHEN, INC., hereinafter referred to as the "surviving corporation" and JONY'S ENTERPRISES, INC., hereinafter referred to as the "absorbed corporation".

#### STIPULATIONS

A. SHER'S KITCHEN, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 10251 Seminole Blvd., Seminole, Florida 33773.

B. SHER'S KITCHEN, INC. has a capitalization of One Thousand (1,000) shares of One Dollar (\$1.00) par value stock of which Five (5) shares are issued and outstanding.

C. JONY'S ENTERPRISES, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 10251 Seminole Blvd., Seminole, Florida 33773.

D. JONY'S ENTERPRISES, INC. has a capitalization of Seven Thousand (7,000) authorized shares of One Dollar (\$1.00) no par value stock of which Two Thousand (2,000) shares are issued and outstanding.

The shareholders and Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that JONY'S ENTERPRISES, INC. be merged into SHER'S KITCHEN, INC., pursuant to the provisions of Section 607.1101, of the Florida Business Corporation Act, in order that the transaction qualify as a "reorganization" within the mean-

ing of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended,

In consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. **MERGER**

JONY'S ENTERPRISES, INC. shall merge with and into SHER'S KITCHEN, INC. which shall be the surviving corporation.

2. **TERMS AND CONDITIONS**

On the effective day of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **CONVERSION OF SHARES**

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of One Dollar (\$1.00) par value stock of the absorbed corporation issued and outstanding on the effective date of the merger, shall be converted into one-fourth (1/4) of a share of the One Dollar (\$1.00) par value stock of SHER'S KITCHEN, INC.,

which shares of stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the stock on the effective date of the merger.

(b) The conversion shall be effected as follows:

After the effective date of the merger, each holder of certificates of shares of stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such certificates, the surviving corporation shall issue and exchange therefore, certificates or shares of stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled, as provided above. The surviving corporation shall issue to an agent for the holders entitled to fractional shares interest, a certificate for the number of whole shares representing the aggregate of such fractional share interest, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to the fractional share interest.

(c) Holders of certificates of stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock

in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each said shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder, which may have been declared and paid between the effective date of the merger and the issuance to said shareholders of the certificate for his shares in the surviving corporation.

4. CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the surviving corporation, SHER'S KITCHEN, INC., shall continue to be its Articles of Incorporation following the effective date of the merger.

5. CHANGES IN BYLAWS

The Bylaws of the surviving corporation, SHER'S KITCHEN, INC., shall continue to be its Bylaws following the effective date of the merger.

6. DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation, SHER'S KITCHEN, INC., on the effective date of the merger shall continue to be the directors and officers of the surviving corporation for the full, unexpired term of the offices and until their successors have been elected or appointed and qualified.

7. PROHIBITED TRANSACTIONS

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

8. APPROVAL BY SHAREHOLDERS

This Plan of Merger shall reflect the approval of the shareholders of the constituent corporations by the execution of this Plan of Merger by the shareholders.

9. EFFECTIVE DATE OF THE MERGER

The effective date of this merger shall be 12:01 a.m. December 30, 1996.

10. EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

EXECUTED on behalf of the parties, by their officers, sealed with the corporate seals, and attested by the respective Secretaries, pursuant to the authorization of the respective Boards of Directors, and by the shareholder of both corporations on the date first above written.

(CORPORATE SEAL)

Michele Joerres  
Michele Joerres, Secretary

JONY'S ENTERPRISES, INC.

By: Joseph M. Joerres  
Joseph M. Joerres, President

SIGNED, SEALED AND DELIVERED  
IN THE PRESENCE OF

Michele Joerres  
WITNESS  
James P. Hines Jr.  
WITNESS

By: Joseph M. Joerres  
Joseph M. Joerres  
Director

WITNESS

WITNESS

WITNESS

WITNESS

WITNESS

WITNESS

(CORPORATE SEAL)

Michele Joerres, Secretary

SIGNED, SEALED AND DELIVERED  
IN THE PRESENCE OF:

WITNESS

WITNESS

WITNESS

WITNESS

By:

Michele Joerres  
Director

By:

Joseph M. Joerres, Trustee  
of the Joseph M. Joerres and  
Michele Joerres Revocable  
Trust Agreement u/a/d 4/5/92,  
Sole Shareholder

By:

Michele Joerres, Trustee  
of the Joseph M. Joerres and  
Michele Joerres Revocable  
Trust Agreement u/a/d 4/5/92,  
Sole Shareholder

SHER'S KITCHEN, INC.

By:

Joseph M. Joerres, President

By:

Joseph M. Joerres  
Sole Director

By:

Joseph M. Joerres  
Sole Shareholder

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 24 day of December, 1996, before me the undersigned officer, personally appeared, JOSEPH M. JOERRES, President of JONY'S ENTERPRISES, INC., who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Agreement and Plan of Merger, and who did/did not (Circle One) take an oath.

[ ] are not personally known to me, but provided Driver's License No. \_\_\_\_\_, as proof that he is the individual described in, and who executed, the Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



RANDELL M. MILLER  
COMMISSION # CC 528472  
EXPIRES JAN 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Randell M. Miller

Notary Public (Signature)

Randell M. Miller

Notary Public (Printed Name)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 24 day of December, 1996, before me the undersigned officer, personally appeared, MICHELE JOERRES, Secretary of JONY'S ENTERPRISES, INC., who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Agreement and Plan of Merger, and who did/did not (Circle One) take an oath.

[ ] are not personally known to me, but provided Driver's License No. \_\_\_\_\_, as proof that she is the individual described in, and who executed, the Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



RANDELL M. MILLER  
COMMISSION # CC 528472  
EXPIRES JAN 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Randell M. Miller

Notary Public (Signature)

Randell M. Miller

Notary Public (Printed Name)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 24 day of December, 1996, before me the undersigned officer, personally appeared, JOSEPH M. JOERRES, Director of JONY'S ENTERPRISES, INC., who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Agreement and Plan of Merger, and who did/did not (Circle One) take an oath.

[ ] are not personally known to me, but provided Driver's License No. \_\_\_\_\_, as proof that he is the individual described in, and who executed, the Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



RANDELL M. MILLER  
COMMISSION # CC 528472  
EXPIRES JAN 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Randell M. Miller  
Notary Public (Signature)

Randell M. Miller  
Notary Public (Printed Name)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 24 day of December, 1996, before me the undersigned officer, personally appeared, MICHELE JOERRES, Director of JONY'S ENTERPRISES, INC., who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Agreement and Plan of Merger, and who did/did not (Circle One) take an oath.

[ ] are not personally known to me, but provided Driver's License No. \_\_\_\_\_, as proof that she is the individual described in, and who executed, the Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



RANDELL M. MILLER  
COMMISSION # CC 528472  
EXPIRES JAN 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Randell M. Miller  
Notary Public (Signature)

Randell M. Miller  
Notary Public (Printed Name)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 24 day of December, 1996, before me the undersigned officer, personally appeared, JOSEPH M. JOERRES, Trustee of the Joseph M. Joerres and Michele Joerres Revocable Trust Agreement u/a/d 4/5/92, sole Shareholder of JONY'S ENTERPRISES, INC., who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Agreement and Plan of Merger, and who did/did not (Circle One) take an oath.

[ ] are not personally known to me, but provided Driver's License No. \_\_\_\_\_, as proof that he is the individual described in, and who executed, the Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



RANDELL M. MILLER  
COMMISSION # CC 528472  
EXPIRES JAN 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Randell M. Miller

Notary Public (Signature)

Randell m. miller

Notary Public (Printed Name)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 24 day of December, 1996, before me the undersigned officer, personally appeared, MICHELE JOERRES, Trustee of the Joseph M. Joerres and Michele Joerres Revocable Trust Agreement u/a/d 4/5/92, sole Shareholder of JONY'S ENTERPRISES, INC., who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Agreement and Plan of Merger, and who did/did not (Circle One) take an oath.

[ ] are not personally known to me, but provided Driver's License No. \_\_\_\_\_, as proof that she is the individual described in, and who executed, the Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



RANDELL M. MILLER  
COMMISSION # CC 528472  
EXPIRES JAN 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Randell M. Miller

Notary Public (Signature)

Randell m. miller

Notary Public (Printed Name)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 24 day of December, 1996, before me the undersigned officer, personally appeared, JOSEPH M. JOERRES, President of SHER'S KITCHEN, INC., who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Agreement and Plan of Merger, and who did/did not (Circle One) take an oath.

[ ] are not personally known to me, but provided Driver's License No. \_\_\_\_\_, as proof that he is the individual described in, and who executed, the Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



RANDELL M. MILLER  
COMMISSION # CC 528472  
EXPIRES JAN 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Randell M. Miller

Notary Public (Signature)

Randell M. Miller

Notary Public (Printed Name)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 24 day of December, 1996, before me the undersigned officer, personally appeared, JOSEPH M. JOERRES, sole Director of SHER'S KITCHEN, INC., who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Agreement and Plan of Merger, and who did/did not (Circle One) take an oath.

[ ] are not personally known to me, but provided Driver's License No. \_\_\_\_\_, as proof that he is the individual described in, and who executed, the Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



RANDELL M. MILLER  
COMMISSION # CC 528472  
EXPIRES JAN 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Randell M. Miller

Notary Public (Signature)

Randell M. Miller

Notary Public (Printed Name)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 24 day of December, 1996, before me the undersigned officer, personally appeared, JOSEPH M. JOERRES, sole Shareholder of SHER'S KITCHEN, INC., who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Agreement and Plan of Merger, and who did/did not (Circle One) take an oath.

[ ] are not personally known to me, but provided Driver's License No. \_\_\_\_\_, as proof that he is the individual described in, and who executed, the Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



RANDELL M. MILLER  
COMMISSION # CC 526472  
EXPIRES JAN 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Randell M. Miller

Notary Public (Signature)

Randell m. miller

Notary Public (Printed Name)

**NANCI S. LANDY, P.A.**

180 S.E. SECOND AVENUE  
SUITE 800  
MIAMI, FLORIDA 33131

TELEPHONE (305) 577-0911  
FACSIMILE (305) 388-8538

**P960000 65 336**

December 27, 1996

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

100002041511--2  
-12/30/96--01084--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Goyarrola Music Enterprise, Inc.  
Document No.: P96000065336

Dear Sir or Madam:

Enclosed please find the Articles of Amendment for Goyarrola Music Enterprise, Inc. and a check in the amount of \$35.00. Thank you for your prompt attention to this matter.

Sincerely,

NANCI S. LANDY, P.A.

*Nanci S. Landy*  
Nanci S. Landy

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC 30 PM 12:32

APPROVED  
AND  
FILED

*all*  
*P96000065336*  
*Amend*  
*12-30-96*

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF GOYARROLA MUSIC ENTERPRISE, INC.  
D/B/A GME**

The following provision of the Articles of Incorporation of Goyarrola Music Enterprise, Inc. d/b/a GME, a Florida corporation ("Corporation"), filed with the Department of State on August 6, 1996, Charter Number P96000065336, Fictitious Name Registration No. G96283000051, be, and it is hereby, amended as shown below:

Article V of the Articles of Incorporation of this corporation is amended to read in its entirety as follows:

**ARTICLE V.**

The street address of the initial registered office of this corporation is c/o Susan Hahn, Esq., 444 Brickell Avenue, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is Susan Hahn, Esq. The principal office and mailing address of the corporation is 600 NE 36th Street, #1403, Miami, Florida 33137.

The foregoing amendment was adopted by corporate action by all Directors and all the shareholders of this Corporation, dated November 1, 1996.

IN WITNESS WHEREOF, the undersigned, being President of this Corporation, has executed these Articles of Amendment as of November 1, 1996.

By: 

Arlen Goyarrola, President

95 DEC 7 PM 1:32  
APPROVED  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA