

P9600000654

08/05/1996 15:25

30116104

KLEIN & FORTUNE

PAGE 01

8/05/96  
2:49 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: KLEIN AND ASSOCIATES, P.A.  
DEPARTMENT OF STATE 901 NORTHEAST 125TH ST.  
STATE OF FLORIDA NORTH MIAMI FL 33161-0000  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399 CONTACT: RON KLEIN  
FAX: (904) 922-4000 PHONE: (305) 891-6100  
TAX: (305) 891-6104  
(((H96000010845))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION  
OR P.A.

NAME: CELEBRITY SUBS, INC.  
FAX AUDIT NUMBER: H96000010045 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 08/05/1996 TIME REQUESTED: 14:49:07  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER:  
072720000075

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000010845)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:

FILED  
95 AUG -2 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

96 AUG -5 PM 3:53

RECEIVED

8-17-96  
P9600000654

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

H96000010845

FILED  
96 AUG -2 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Bar Number 230030

**ARTICLES OF INCORPORATION**

- of -

**CELEBRITY SUBS, 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: **CELEBRITY SUBS, 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) Operation of restaurants;

(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

H96000010845

be construed 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: 8238 Northwest 9th Street, Fort Lauderdale, Florida, 33324; and the name of the corporation's initial Registered Agent at such address is Neill Schutzer.

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:

Neill Schutzer  
8238 Northwest 9th Street  
Ft. Lauderdale, FL 33324

H96000010045

## ARTICLE VII

### INCORPORATOR

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

Neill Schutzer  
8238 Northwest 9th Street  
Ft. Lauderdale, FL 33324

## 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.

## ARTICLE IX

H96000010845

## 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 August 3, 1996.

*Neil Schuster*  
Neil Schuster

STATE OF FLORIDA

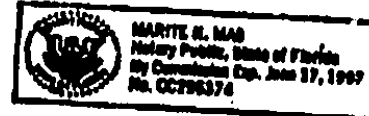
COUNTY OF BROWARD

The foregoing instrument was acknowledged to me this 3th day of August, 1996, by NEILL SCHUSTER, who (is personally known to me) (has produced ELN as identification) and who did take an oath.

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

*Marite H. Mab*  
Notary Public, State of Florida

My Commission Expires:



H96000010845

H96000010045

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

FILED  
96 AUG -2 PM 2:51  
SEAL OF THE STATE  
CLERK OF THE COURT  
JANUARY 1, 1996

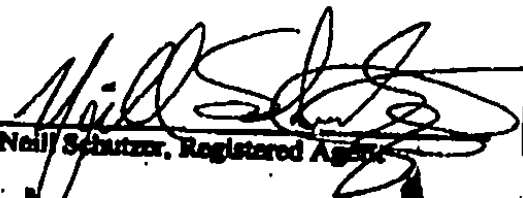
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, the C.ELEBRITY SUBS, 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 Fort Lauderdale, County of Broward, State of Florida, has named Neil Schutner, located at, 9238 Northwest 9th Street, Ft. Lauderdale, Florida, 33324, 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.

  
Neil Schutner, Registered Agent

H96000010045