

P96000067094

L. WESLEY NICHOLS, P.A.

ATTORNEY AT LAW

11380 PROSPERITY FARMS ROAD, SUITE 204

PALM BEACH GARDENS, FLORIDA 33410

MEMBER
FLORIDA BAR
CONNECTICUT BAR

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FAX (561) 622-5531

LYNNE A. HAGIBES, CLA
CERTIFIED LEGAL ASSISTANT

June 12, 1998

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

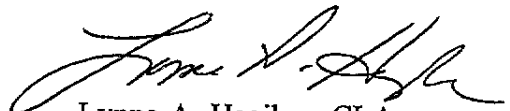
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*****35.00 *****35.00

Re: Articles of Amended For VICKY AND DALE'S CORNER, INC.

Dear Sir/Madam:

Enclosed please find the Amended Articles of Incorporation for the above-referenced corporation along with the filing fee of \$35.00 for this amendment. Please cause these Articles of Incorporation to be amended and return to me a filed stamped copy thereof. If you have any questions or if there are any problems, feel free to contact me. A self addressed-stamped envelope for ease of return is enclosed for your convenience.

Sincerely,



Lynne A. Hagibes, CLA
Certified Legal Assistant

/lh
Enclosure

~~098 14466~~

Amend. & N/C

V8 JUL 8 1998

98 JUL - 1 PM 1:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 25, 1998

RECEIVED
98 JUL 1 10 00 AM
DIVISION OF CORPORATIONS
LYNNE A. HAGIBES, CLA
11380 PROSPERITY FARMS RD.
SUITE 204
PALM BEACH GARDENS, FL 33410
SUBJECT: VICKY & DALE'S CORNER, INC.
Ref. Number: P96000067094

We have received your document for VICKY & DALE'S CORNER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call

Helma Shepard

ARTICLES OF AMENDMENT OF
VICKY AND DALE'S CORNER, INC.

PURSUANT TO the provisions of Section §607.1006, Florida Statutes, this Florida profit corporation, VICKY AND DALE'S CORNER, INC. adopts the following Articles of Amendment to its Articles of Incorporation on June 15, 1998. All amendments were approved by the shareholders and the number of votes cast for the amendments were sufficient for approval. The amendments are stated as follows:

ARTICLE I

The new name of the corporation is Vicky's Corner Cafe, Inc.

Articles II, III, IV and V are hereby restated:

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's mailing address and principal office location is 1954 South Congress Avenue, West Palm Beach, Florida. 33406.

ARTICLE III
DURATION OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence on the date of filing of these Articles of Incorporation with the Department of State.

ARTICLE IV
NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

Articles VI, and VII are hereby amended as follows:

ARTICLE VI
REGISTERED AGENT AND OFFICE

The name of the registered agent of the corporation is L. WESLEY NICHOLS. The street address of the registered agent in the State of Florida is: 11380 Prosperity Farms Rd., Suite 204, Palm Beach Gardens, Florida. 33410

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall have one director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the director is Vicky Lynn Elliott, 1954 South Congress Ave, West Palm Beach, Fl. 33407.

Articles VIII and IX are hereby restated:

ARTICLES VIII
BY LAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Director and the shareholders.

ARTICLE IX
INDEMNIFICATION

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

CERTIFICATE OF REGISTERED AGENT
OF
VICKY'S CORNER CAFE, INC.


Pursuant to Chapter 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

That Vicky's Corner Cafe, 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 Palm Beach Gardens, State of Florida, has named L. WESLEY NICHOLS located a 11380 Prosperity Farms Rd., Suite 204, Palm Beach Gardens, Florida, 33410 as its agent to accept service of process with this state.

ACKNOWLEDGEMENT

Having been named to accept service for the above stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

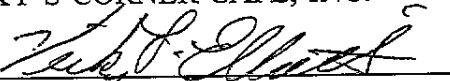
Date this 15th day of June, 1998



L. Wesley Nichols, Esq.
Registered Agent

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 15th day of June, 1998


VICKY'S CORNER CAFE, INC.

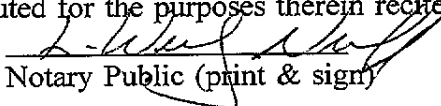
By: 

Vicky L. Elliott, President/Director

STATE OF FLORIDA)
PALM BEACH COUNTY)

The foregoing instrument was acknowledged before me this 15th day of June, 1998, by VICKY LYNN ELLIOTT, President and Director of VICKY'S CORNER CAFE, INC. who is personally known to me ~~or who has produced~~ N/A as identification and who did (did not) take an oath, and who executed the within document and acknowledged the within document to be freely and voluntarily executed for the purposes therein recited.

 L. Wesley Nichols II
My Commission CC709895
Expires February 28, 2002



Notary Public (print & sign)

My commission No. _____