

P96000075203

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SEP 06 1996 12:31:12
09/06/96 01038 011
***122.50 ***122.50

September 6, 1996

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

Re: Articles of Incorporation - Chelsea Cafe, Inc.

Dear Sir or Madame:


Enclosed for filing with your office is the original Articles of Incorporation of Chelsea Cafe, Inc. Also enclosed is this firm's check in the amount of \$122.50 representing payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	<u>\$ 52.50</u>
Total	<u>\$ 122.50</u>

An extra copy of the Articles of Incorporation is enclosed for your use in providing a certified copy to me once the Articles have been filed.

Of course, if you should have any questions concerning the enclosed documents, please do not hesitate to give me a call.

Kindest regards,


Troy B. Hafner
TBH/jkl
Enclosure

SEP 10 1996

ARTICLES OF INCORPORATION
OF
CHELSEA CAFE, INC.

ARTICLE I

The name of the proposed corporation shall be CHELSEA CAFE, INC.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be to own and operate one or more restaurant operations; and to otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the corporation and to give guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, co-partnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe Bylaws, rules and regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of one hundred (100) shares of common stock having no par value and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such Bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the Company.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The address of the principal office of the corporation is 6260 Highway A-1-A, Indian River Shores, Florida 32963, and the mailing address is the same.

ARTICLE VI

The street address of the initial registered office of this corporation is 524 Conn Way, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at that address is Pamela Giteles.

ARTICLE VII

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

<u>Name</u>	<u>Address</u>
Pamela Giteles	524 Conn Way Vero Beach, FL 32963
John Marx	525 Iris Lane Vero Beach, FL 32963

ARTICLE VIII

The names and street addresses of the subscriber of this certificate of Articles of Incorporation and the number of shares of stock which each agrees to take are as follows:

NAME & ADDRESS

NO. OF SHARES

Pamela Gheles
524 Conn Way
Vero Beach, Florida 32963

50

John Marx
525 Iris Lane
Vero Beach, Florida 32963

50

ARTICLE IX

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's prorata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

ARTICLE X

In furtherance, and not in limitation, of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the Bylaws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the Bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution and Bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its Bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

ARTICLE XI

In case of loss or destruction of a certificate of stock, no new certificates shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruc-

tion and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are stockholders in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation.

ARTICLE XIII

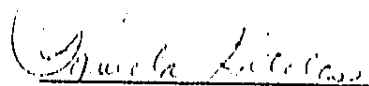
The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

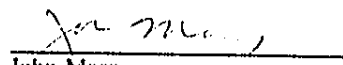
- (A) Any limitations or restraint upon the transferability, alienation or assignment of stock;
- (B) Any limitation or restraint upon the encumbrance or pledge of stock;
- (C) Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;
- (D) Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and,
- (E) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, we, the undersigned, being each and all of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, to hereby make, subscribe, acknowledge and file this certificate, hereby jointly and severally declaring and certifying the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby respectively agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly we have set our hands and seals this 6TH day of SEPTEMBER, 1996.

 (SEAL)
Pamela Giteles

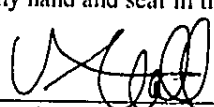
 (SEAL)
John Marx

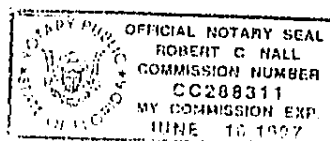
STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 6TH day of SEPTEMBER, 1996, personally appeared before me, a Notary Public of the State of Florida, Pamela Giteles and John Marx, who have produced _____ as identification or who are personally known to me to be the parties to the foregoing certificate of Articles of Incorporation, and who have jointly and severally taken and oath and acknowledged the said certificate to be the act and deed of each of them respectively, and that the facts therein stated are truly set forth, and that they have associated themselves together with the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid on the day and year last above written.


Notary Public.
My commission expires:



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of CHELSEA CAFE, INC., and acknowledges that she is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.

Pamela Giteles
Pamela Giteles

FILED
95 SEP -9 PM 4:31
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA

P96000075203

LAW OFFICE
STEWART & NALL, P.A.
POST OFFICE BOX 3345
VERO BEACH, FLORIDA 33564-0345

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INSTRUMENT OF LAW-ESTATE PLANNING

3355 OCEAN DRIVE
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TELEPHONE (888) 881-8800
TELEFAX (888) 881-8878

October 1, 1996

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

500001865485
10/04/96--01084--001
35.0035.00

Re: Articles of Amendment of Chelsea Cafe, Inc.
Now known as The Village Cafe, Inc.

Gentlemen:

Enclosed for filing with your office is the original Articles of Amendment of Chelsea Cafe, Inc., to which is attached a check in the amount of \$35.00 representing payment of the required fee.

An extra copy of the Articles of Amendment is also enclosed. I would appreciate it if you would appropriately stamp the Articles of Amendment evidencing its filing and return it to me in the self-addressed stamped envelope I have provided for your convenience.

Kindest regards,



Troy B. Hafner

TBH/jkl
Enclosures

FILED
96 OCT -4 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF AMENDMENT

OF

CHELSEA CAFE, INC.

(Now known as THE VILLAGE CAFE, INC.)

FILED
1996 OCT - 4 PM 2:23
SECRETARY OF STATE
VILLAGE CAFE, INC.

1. Article I of the Articles of Incorporation of CHELSEA CAFE, INC. (Document #P96000075203) is hereby amended to read:

"The name of the corporation shall be changed from CHELSEA CAFE, INC. to THE VILLAGE CAFE, INC."

2. The foregoing amendment was adopted by the shareholders of this corporation on the 20th day of September, 1996. The number of votes cast for the amendment was unanimous and therefore sufficient.

3. The foregoing amendment is effective on the date of this instrument, or if filing is first required then upon the filing of this instrument with the Department of State.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment, this 20th day of September, 1996.


Pamela Giteles, President


Pamela Giteles, Secretary

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Pamela Giteles, who has produced as identification of who is personally known to me to be the person who executed the foregoing Articles of Amendment, and she acknowledged before me that she executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of September 1996.

Clarissa M. Barnhart
Notary Public.

My commission expires:

