

# P46000078692

## CAPITAL CONNECTION, INC.

417 W. 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 \$ \_\_\_\_\_

RECEIVED  
 96 SEP 23 AM 9:18  
 DIVISION OF CORPORATION

RE: Arccadia Tea Room

	O.O. FEE.	DISBURSED
<input type="checkbox"/> Capital Express <sup>SM</sup>		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
<b>SUBTOTALS</b> _____		

SEP 23 1996  
 -09/23/96--01021-1116  
 \*\*\*122.50 \*\*\*122.50

96 SEP 23 AM 11:28  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY AB

WALK-IN 923 110  
 Will Pick Up AB 9/23

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  
ARCADIA TEA ROOM, INC.**

FILED  
96 SEP 23 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit, under the laws of the State of Florida.

**ARTICLE I. - NAME**

The name of this corporation is **ARCADIA TEA ROOM, INC.**

**ARTICLE II. - PERMITTED BUSINESSES AND ACTIVITIES**

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, sell, convey, lease or otherwise dispose of real and personal property in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences or indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholder's quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purpose.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (l) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

### **ARTICLE III. - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of common stock  
having a nominal or par value of FIVE DOLLARS  
(\$5.00) per share.

The consideration to be paid for each share shall be as fixed by the stockholders and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the stockholders, as equivalent to or greater than the value of the shares.

#### **ARTICLE IV. - TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

#### **ARTICLE V. - INITIAL REGISTERED OFFICE, REGISTERED AGENT AND PRINCIPAL PLACE OF BUSINESS**

The street address of the initial registered office of the corporation in the State of Florida is **117 West Oak Street, Arcadia, Florida 34266**, and the name of the corporation's initial registered agent is **MICHAEL F. OROBELLO**, whose address is **4107 Corn Street, Port Charlotte, Florida 33948**, and whose post office address is the same. The stockholders may from time to time designate such other addresses and places in Florida for the principal office of this corporation as they may see fit.

#### **ARTICLE VI. - DIRECTORS**

This corporation will not have directors. The business of the corporation shall be managed by the stockholders.

#### **ARTICLE VIII - INCORPORATORS**

The name and street address of the incorporator to these Articles or Incorporation are:

<u>Name</u>	<u>Address</u>
Michael F. Orobello	4107 Corn Street Port Charlotte, Florida 33948

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

#### **ARTICLE IX. - INDEMNIFICATION**

The corporation shall indemnify any Stockholder to the full extent permitted by law.

**ARTICLE X. - AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law. Every amendment shall be approved by the stockholders at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, on this 20th day of September 1996.

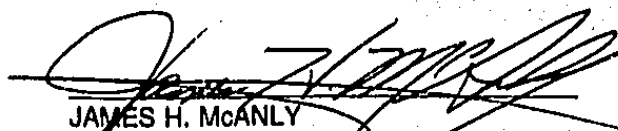
  
MICHAEL F. OROBELLO

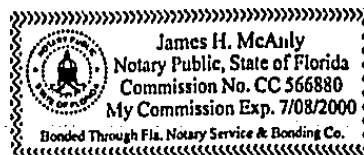
STATE OF FLORIDA  
COUNTY OF DESOTO

BEFORE ME, the undersigned authority, personally appeared MICHAEL F. OROBELLO, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid on this 20th day of September 1996.

Personally Known      or  
Produced Identification X  
Type of Identification:  
FL Driver License  
No. 0614-546-45-428

  
JAMES H. McANLY  
NOTARY PUBLIC, State of Florida  
My Commission Expires: 7/8/2000  
Commission Number: CC 566880



**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA AND ACCEPTANCE OF AGENT  
UPON WHOM THE PROCESS MAY BE SERVED**

FILED  
96 SEP 23 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that **ARCADIA TEA ROOM, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 117 West Oak Street, Arcadia, Florida 34266, has named **MICHAEL F. OROBELLO**, 4107 Corn Street, Port Charlotte, Florida 33948, and whose post office address is the same, as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

HAVING BEEN named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
MICHAEL F. OROBELLO