

PAL000079688

LAW OFFICES  
**PAUL M. MARMISH, P.A.**  
1666 TIGERTAIL AVENUE  
SUITE 102  
COCONUT GROVE, FLORIDA 33133  
(305) 858-2097  
FAX (305) 858-2624

September 19, 1996

Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Articles of Incorporation for  
The Regal Restaurant and Spa, Inc.

400001954524  
-09/24/96--01074--014  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Ladies and Gentlemen:

Please find enclosed herewith duplicate executed originals of the Articles of Incorporation of The Regal Restaurant and Spa, Inc. together with our firm check payable to your order in the amount of \$122.50, which represents the filing fee and the fee for one certified copy of the Articles.

After the Articles of Incorporation have been filed, please return the certified copy of same to the undersigned in the stamped, self-addressed envelope provided.

Your courtesy and cooperation in this regard is most appreciated.

Sincerely yours,



**PAUL M. MARMISH**  
For the Firm

PMM/rmr  
Enclosure

FILED  
96 SEP 23 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9.25.96  
K

**ARTICLES OF INCORPORATION**

**OF**

**THE REGAL RESTAURANT AND SPA, INC.**

**ARTICLE I**

**NAME**

The name of the Corporation is:

**THE REGAL RESTAURANT AND SPA, INC.**

**ARTICLE II**

**DURATION**

The Corporation shall exist in perpetuity.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

**ARTICLE V**

**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata shares thereof, as nearly as many be done without issuance of fractional shares, at the price at which it is offered to others.

**ARTICLE VI**

**RIGHTS OF SHARES OF CAPITAL STOCK**

The entire voting power of the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting shares.

FILED  
96 SEP 23 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VIII

PRINCIPAL OFFICE ADDRESS FOR CORPORATION

The address of the principal office of the Corporation is: 205 Collins Avenue,  
Miami Beach, FL 33139.

## ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent and Registered Office of the Corporation are: Paul M. Marmish, Esquire, 2666 Tigertail Avenue, Suite 102, Coconut Grove, Florida 33131.

## ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the Corporation. The name and address of the initial Director is:

NAME

Roger Reutimann

ADDRESS

205 Collins Avenue  
Suite 303  
Miami Beach, FL 33139

## ARTICLE X

INCORPORATION

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

NAME

Paul M. Marmish, Esq.

ADDRESS

2666 Tigertail Avenue  
Suite 102  
Coconut Grove, FL 33133

## ARTICLE XI

BY-LAWS

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

## ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the fullest extent permitted by law.

## ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the 19<sup>th</sup> of September, 1996.

  
\_\_\_\_\_  
PAUL M. MARMISH

STATE OF FLORIDA)

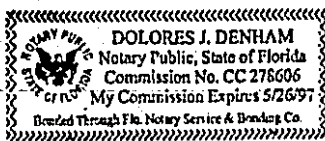
COUNTY OF DADE )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL M. MARMISH, known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 19<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAME AGENT UPON WHOM PROCESS  
MAY BE SERVED.**

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

First—That **THE REGAL RESTAURANT AND SPA, 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 Miami, has  
named PAUL M. MARMISH, located at 2666 Tigertail Avenue, Suite 102,  
Coconut Grove, FL 33133, County of Dade, State of Florida, as its agent to  
accept service of process within this state and such agent hereby accepts the  
obligation of 307.325 F.S.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED  
AGENT)**

Having been named to accept service of process for the above state  
Corporation, at the place designated in this Certificate, PAUL M. MARMISH  
hereby accepts to act in this capacity, and agrees to comply with the provision  
of said Act relative to keeping open said office.

Dated: September 19, 1996

  
PAUL M. MARMISH

Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 23 PM 2:50

FILED