

P 960000 80600

LAW OFFICES  
**RICHARD J. LEE**  
PROFESSIONAL ASSOCIATION

5TH FLOOR GABLES INTERNATIONAL PLAZA  
2656 LEJUNE ROAD

CORAL GABLES, FLORIDA 33134

**RICHARD J. LEE, LL.M.**

**N. HUGH MCCONNELL**

**THOMAS D. LIMPININ, II**  
OF COUNSEL

TELEPHONE (305) 444-1414  
TELECOPIER (305) 444-3288

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-09/27/96--01039--017  
\*\*\*\*122.50 \*\*\*\*122.50

September 25, 1996

Secretary of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

**VIA U.S. MAIL**

**RE: Articles of Incorporation for Themed Market Enterprises, Inc.**

Dear Madam or Sir:

Enclosed are 2 originals of the Articles of Incorporation for Themed Market Enterprises, Inc., along with the Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served. Also, enclosed is a check in the amount of \$122.50 for filing the articles and a certified original. Please send the certified Articles of Incorporation to the undersigned at the above address.

If you have any questions, or if further information is needed please do not hesitate to contact me.

Very truly yours,

**RICHARD J. LEE, P.A.**

By: 

RJL:tlh

Enclosures

cc: Themed Market Enterprises, Inc.  
LMCA/1100187.002

F. CRISSEN

SEP 30 1996

FILED  
96 SEP 26 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THEMED MARKET ENTERPRISES, INC.

FILED  
96 SEP 26 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of the corporation shall be:

THEMED MARKET ENTERPRISES, INC.  
3301 Coral Way, Box 45  
Miami, Florida 33145

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

### ARTICLE IV

#### TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE V

#### REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the corporation shall be:

**RICHARD J. LEE, P.A.**  
Fifth Floor - 2655 Le Jeune Road  
Coral Gables, Florida 33134

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

## ARTICLE VI

### PREEMPTIVE 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 share thereof at the price at which it is offered to others.

## ARTICLE VII

### DIRECTORS

This corporation shall have One (1) Director, initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than One (1). The name and street address of the initial member of the Board of Directors is:

**SIMON PORTEOUS**  
3301 Coral Way, Box 45  
Miami, Florida 33145

The person named as initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

## ARTICLE IX

### OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

SIMON PORTEOUS, PRESIDENT

SHERRI BASS, TREASURER

SIMON PORTEOUS, SECRETARY

**ARTICLE X**

**INCORPORATOR**

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

SIMON PORTEOUS  
3301 Coral Way, Box 45  
Miami, Florida 33145

**ARTICLE XI**

**CONFLICT OF INTEREST**

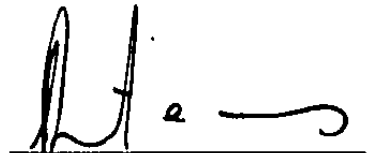
No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand and seal this 25<sup>th</sup> day of September, 1996.

  
Incorporator

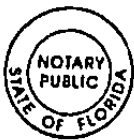
STATE OF FLORIDA     )  
                                  )ss  
COUNTY OF DADE     )

BEFORE ME, a Notary Public, personally appeared Simon Porteous  
to me known to be the person described as Incorporator and who executed the foregoing Articles of  
Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Dade County, Florida, this 25<sup>th</sup> of September,  
1996.

  
NOTARY PUBLIC

My Commission Expires:



TINA LOUISE HANDAL  
My Comm Exp. 7/10/97  
Bonded By Service Ins  
No. CC301257

☒ Personally Known     ☐ Other I.D.

DV1100187.001

**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 SEP 26 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

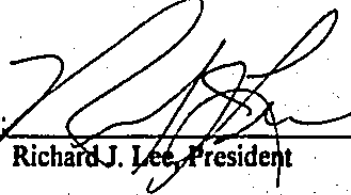
That Themed Market Enterprises, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named Richard J. Lee, P.A., a Florida professional association, of 2655 LeJeune Road, 5th Floor, Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process 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 provisions of said Statute relative to keeping open said office.

**RICHARD J. LEE, P.A.**

By



(SEAL)

Richard J. Lee, President