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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: NEW YORK SANDWICH CAFE, INC.  
AUDIT NUMBER.....H96000015644  
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TALLAHASSEE, FLORIDA

3

96/10/11  
2005-01/02  
Ray Stormont

ARTICLES OF INCORPORATION

H96000015644

OF

NEW YORK SANDWICH CAFE, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

NEW YORK SANDWICH, CAFE, INC.

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

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96 NOV -6 PM 12:25  
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TALLAHASSEE, FLORIDA

This instrument prepared by:  
Carlos M. Tornero, Esq.  
LAW OFFICES OF CARLOS M. TORNERO, P.A.  
Courthouse Plaza - Suite 600  
28 West Flagler Street  
Miami, Florida 33139  
FBN: 0967254

AREA CODE 305  
TELEPHONE 377-1953

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EMPIRE CORPORATE KIT

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#### ARTICLE IV

##### Authorized Capital

The corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

#### ARTICLE V

##### Address

The address of the principal office of the corporation, and its mailing address, is 710 Washington Ave #14, Miami Beach, Florida 33139.

#### ARTICLE VI

##### Registered Office and Agent

The street address of the corporation's initial registered office is 28 W. Flagler, Suite 600, Miami, Florida 33130. The name of the initial registered agent at such office is Carlos M. Tornero.

#### ARTICLE VII

##### Directors

The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have a two directors. The name and address of the initial members of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Jean Claude Brassat	10293 Collins Avenue Apartment #1409 Bal Harbour, Florida 33154
Michael Allen Brennan	10293 Collins Avenue Apartment #1519 Miami Beach, Florida 33154

#### ARTICLE VIII

##### Officers

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

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Jean Claude Brassat  
Michael Allen Brennan  
Michael Allen Brennan  
Jean Claude Brassat

President  
Vice President  
Secretary  
Treasurer

## ARTICLE IX

### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an 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.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE X

### Incorporator

The name and address of the incorporator of the corporation is Carlos M. Tornero, c/o Carlos M. Tornero, P.A., Suite 600 Courthouse Plaza, 28 West Flagler Street, Miami, Florida, 33139

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of November, 1996.



Carlos M. Tornero

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TOTAL P.25

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of corporation and state that I am familiar with, and accept, the obligations set forth in Sections .091(2) and 607.0505 of the Florida Statutes.

  
Carlos M. Tomaro

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96 NOV -6 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CARLOS M. TORNERO, P.A.

SUITE 600 - COURTHOUSE PLAZA

28 WEST FLAGLER STREET

MIAMI, FLORIDA 33130

TEL: (305) 377-1853

FAX: (305) 377-9002

November 8, 1996

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

000002003090--4  
-11/13/96--01129--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: New York Sandwich Café, Inc.  
Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to the above Florida Corporations Articles of Incorporation. In addition, I have enclosed a trust account check in the amount of \$35.00 for filing fees.

Thank you for your attention to this matter.

Sincerely yours,  
CARLOS M. TORNERO, P.A.

  
Carlos M. Tornero, Esq.

Enclosure

SH 12/3

FILED  
96 DEC -2 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPAR. MENT OF STATE**  
Sandra B. Mortham  
Secretary of State

November 18, 1996

Carlos M. Tornero, P.A.  
28 W. Flagler St.  
Suite 600  
Miami, FL 33130

**SUBJECT: NEW YORK SANDWICH, CAFE, INC.**  
Ref. Number: P96000091065

We have received your document for NEW YORK SANDWICH, CAFE, 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):

The corporate name is not consistent throughout the document. It is entitled "New York Sandwich Cafe, Inc. " but has "Caffe Rosinella, Inc." listed everywhere else.

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 (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 996A00052486

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NEW YORK SANDWICH CAFE, INC.**

**FILED  
96 DEC -2 PM 12: 35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**1. ARTICLE VII of the Articles of Incorporation of NEW YORK SANDWICH CAFE, INC. is amended to read as follows:**

**ARTICLE VII**

**Directors**

The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. The corporation shall have one (1) director. The names and addresses of the members of the Board of Directors are as follows:

<u>Names</u>	<u>Address</u>
<b>MICHAEL ALLEN BRENNAN</b>	<b>10295 Collins Avenue Apartment 1519 Miami Beach, Florida 33154</b>

**2. ARTICLE VIII of the Articles of Incorporation of NEW YORK SANDWICH CAFE, INC. is amended to read as follows:**

**ARTICLE VIII**

**Officers**



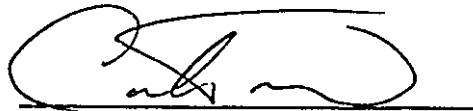
This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the meeting of the shareholders. The names of the officers who are to serve until the next election are:

MICHAEL ALLEN BRENNAN  
MICHAEL ALLEN BRENNAN  
MICHAEL ALLEN BRENNAN

President  
Secretary  
Treasurer

3. The foregoing amendment was adopted by the sole incorporator without shareholder action, as no shares to this date have been issued and no shareholder action is therefore necessary, on the 8th day of November 1996.

IN WITNESS WHEREOF the undersigned sole incorporator has executed these Articles of Amendment on the 8th date of November 1996.

A handwritten signature in black ink, appearing to read 'Carlos M. Tornero', is written over a horizontal line.

Carlos M. Tornero  
Sole Incorporator