

P96000092332

Document Number Only

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone

CORPORATION(S) NAME

American Franchising Centers, Inc

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☒ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

11/12/96

**ARTICLES OF INCORPORATION  
OF  
AMERICAN FRANCHISING CENTERS, INC.**

FILED  
95 OCT 12 11 35 AM  
CLERK OF COURT  
DADE COUNTY, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be AMERICAN FRANCHISING CENTERS, INC., and the principal office of this corporation shall be One Park Place, 621 Northwest 53rd Street, Suite 450, Boca Raton, Florida 33487 and the mailing address shall be the same.

**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 United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having One (\$1.00) Dollar par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be One Park Place, 621 Northwest 53rd Street, Suite 450, Boca Raton, Florida 33487, and the name of the initial registered agent of the corporation at that address is JOHN M. FLOEGEL.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of

Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have SEVEN (7) Directors, initially. The number of Directors may be either increased or decreased from time to time by amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and street addresses of the initial members of the Board of Directors are:

MICHAEL WEISSMAN  
One Park Place  
621 Northwest 53rd Street  
Suite 450  
Boca Raton, Florida 33487

RICHARD S. WEISSMAN  
One Park Place  
621 Northwest 53rd Street  
Suite 450  
Boca Raton, Florida 33487

JOHN M. FLOEGEL  
One Park Place  
621 Northwest 53rd Street  
Suite 450  
Boca Raton, Florida 33487

GARY RUBIN  
One Park Place  
621 Northwest 53rd Street  
Suite 450  
Boca Raton, Florida 33487

THAD PRYOR  
One Park Place  
621 Northwest 53rd Street  
Suite 450  
Boca Raton, Florida 33487

ANDREW SANDLER  
767 Fifth Avenue  
45th Floor  
New York, New York 10153

RICHARD SANDLER  
237 Park Avenue  
Suite 801  
New York, New York 10017

#### **ARTICLE VII. INCORPORATOR**

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

JOHN M. FLOEGEL  
One Park Place  
621 Northwest 53rd Street  
Suite 450  
Boca Raton, Florida 33487

#### **ARTICLE VIII. BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

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

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### **ARTICLE X. INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### **ARTICLE XI. AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

#### **ARTICLE XII. PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

### **ARTICLE XIII. DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

### **ARTICLE XIV. INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned agent of AMERICAN FRANCHISING CENTERS, INC., has herunto set his hand and seal this 7<sup>th</sup> day of November, 1996.

AMERICAN FRANCHISING CENTERS, INC.

By: [Signature]  
Its Agent, John M. Floegel

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Having being named as Registered Agent and to accept Service of Process for AMERICAN FRANCHISING CENTERS, INC., at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and timely performance of my duties and I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By: [Signature]  
Its Agent, John M. Floegel

Date: November 7<sup>th</sup>, 1996

FILED  
96 NOV 12 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA