

P90000094013

KEITH J. KANOUSE, P. A.

ATTORNEY AND COUNSELOR AT LAW
LAKE WYMAN PLAZA • SUITE 303
2424 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

KEITH J. KANOUSE

MARILYN SCHAPPERT, CLS
CERTIFIED LEGAL ASSISTANT

TELEPHONE (407) 392-0001
FAX (407) 750-1282

November 8, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

000002002560--7
-11/13/96--01079--004
***122.50 ***122.50

Re: Bobby Rubino's Ribs, Inc.

To Whom It May Concern:

Enclosed please find an original and a duplicate of the Articles of Incorporation and Designation of Registered Agent form regarding the above referenced corporation.


The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, enclosed please find a check in the amount of \$122.50 representing the following fees:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 13 AM 11:29

If you have any questions, please do not hesitate to contact me.

Sincerely,


Keith J. Kanouse

k/c/3942

Enclosures

cc: Bobby Rubino

CP 11/18/96

m\5732

ARTICLES OF INCORPORATION
OF
BOBBY RUBINO'S RIBS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV 13 AM 11:29

Article I

Name

The name of the corporation is Bobby Rubino's Ribs, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

1111 N.W. 90th Avenue
Plantation, Florida 33322

Article V

Capital Stock

This corporation is authorized to issue 1,000 shares of \$1 par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2424 N. Federal Highway, Suite 353, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at the address is Keith J. Kanouse.

Article VII

Initial Board of Directors

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial directors of this corporation are:

Robert Rubino, Sr.	1111 N.W. 90th Avenue, Plantation, FL 33322
--------------------	---

Mark Goldstein	5634 N.W. 40th Avenue, Boca Raton, FL 33496
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Article VIII

Incorporators

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

Robert Rubino, Sr.
1111 N.W. 90th Avenue
Plantation, FL 33322

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, this corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this revision.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of November, 1996.



Robert Rubino, Sr., Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 13 AM 11:29

Pursuant to the provisions of Section 607.0501, of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is Bobby Rubino's Ribs, Inc.
2. The name and address of the registered agent and office is:

Keith J. Kanouse

Keith J. Kanouse, P.A.

Lake Wyman Plaza, Suite 353


2424 North Federal Highway

Boca Raton, FL 33431

SIGNATURE

TITLE

DATE

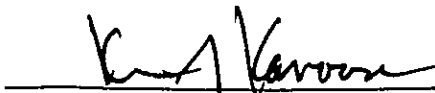

Incorporator

November 8, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE



November 7, 1996

KEITH J. KANOUSE, P. A.

ATTORNEY AND COUNSELOR AT LAW
LAKE WYMAN PLAZA • SUITE 353
2424 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

KEITH J. KANOUSE, P.A.
MARILYN SCHAPPERT, CLA
CERTIFIED LEGAL ASSISTANT

TELEPHONE (561) 392-0001
FAX (561) 780-1282

January 7, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

200002052842--6
-01/09/97--01081--016
*****87.50 *****87.50

Re: Bobby Rubino's Ribs, Inc.

Ladies/Gentlemen:

Enclosed please find an original and a duplicate of the First Amendment to the Articles of Incorporation form regarding the above referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, enclosed please find a check in the amount of \$87.50 representing the following fees:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	<u>52.50</u>
TOTAL	\$ 87.50

If you have any questions, please do not hesitate to contact me.

Sincerely,

Marilyn Schappert, CLA
Marilyn Schappert, CLA
Certified Legal Assistant

Enclosures

cc: Keith J. Kanouse, Esquire
Robert Rubino

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APPROVED
AND
FILED
97 JAN -8 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

976000094013
1-8-97
Curry

**FIRST AMENDMENT
TO
ARTICLES OF INCORPORATION OF
BOBBY RUBINO'S RIBS, INC.**


1. The name of the corporation is Bobby Rubino's Ribs, Inc. (the "Corporation") and was incorporated on November 13, 1996 under document number P96000094013.

2. Article I of the Articles of Incorporation is amended to read:

The name of the corporation is Sally Corporation.

3. The foregoing amendment was unanimously adopted by the Directors and Shareholders pursuant to the written consent of the Corporation as of December 27, 1996 .

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this First Amendment to the Articles of Incorporation this 3rd day of January, 1997.


Robert Rubino, Sr., President

STATE OF FLORIDA

COUNTY OF Palm Beach

This instrument was acknowledged before me this 3rd day of January, 1997 by Robert Rubino, Sr., as President of Bobby Rubino's Ribs, Inc., a Florida corporation, on behalf of the corporation. He personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:

sign

print

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced:

My Commission Expires:

KEITH J KANOUSE
Notary Public-State of Florida
My Commission Expires NOV 20, 1997
COMM. # CC321010

APPROVED
AND
FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 JAN -8 PM 1:00

P96000094013

KEITH J. KANOUSE, P. A.

ATTORNEY AND COUNSELOR AT LAW
LAKE WYMAN PLAZA • SUITE 363
2424 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

KEITH J. KANOUSE

MARILYN SCHAPPERT, CLA
CERTIFIED LEGAL ASSISTANT

TELEPHONE (561) 392-0001
FAX (561) 780-1282

February 28, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

300002106309--S
-03/06/97--01089--004
*****87.50 *****87.50

Re: Second Amendment to Articles of Incorporation
Sally Corporation

Ladies/Gentlemen:

Enclosed please find an original and a duplicate of the Second Amendment to the Articles of Incorporation regarding the above referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, enclosed please find a check in the amount of \$87.50 representing the following fees:

Receiving, filing and indexing Second Amendment to the Articles of Incorporation	\$35.00
Certified copy of Articles of Incorporation	\$52.50
TOTAL	\$87.50

If you have any questions, please do not hesitate to contact me.

Sincerely,

Marilyn Schappert, CLA
Marilyn Schappert, CLA
Certified Legal Assistant

Enclosures

cc: Keith J. Kanouse, Esquire
Robert Rubino

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -3 AM 10:25
Amended
MAR 5 1997

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SECOND AMENDMENT

TO

ARTICLES OF INCORPORATION OF

SALLY CORPORATION

1. The name of the corporation is Sally Corporation (the "Corporation") and was incorporated on November 13, 1996 under document number P96000094013 and amended January 8, 1997.

2. Article V of the Articles of Incorporation is amended to read:

The Corporation is authorized to issue 2,000,000 shares of \$.001 par value common stock.

3. The foregoing amendment was unanimously adopted by the Directors and Shareholders pursuant to the written consent of the Corporation as of February 13, 1997.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this First Amendment to the Articles of Incorporation this 25th day of February, 1997.

Robert Rubino, Sr., President

STATE OF FLORIDA

COUNTY OF PAIM BACH

This instrument was acknowledged before me this 25th day of February, 1997, by Robert Rubino, Sr., as President of Sally Corporation, a Florida corporation, on behalf of the corporation. He personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:

sign

print

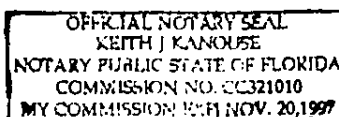
Keith J. Kanouse

Keith J. Kanouse

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced:

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -3 AM 10:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -3 AM 10:25

04/21/1997 11:37

561-750-1282

KEITH J. KANOUSE

PAGE 81

4/21/97

3:21 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000006453 9))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: KEITH J. KANOUSE, P.A.
105503003644

ACCT#:

CONTACT: MARILYN SCHAPPERT
PHONE: (561)392-0001
(561)750-1282

FAX #:

NAME: SALLY CORPORATION

AUDIT NUMBER.....H97000006453

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 2

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED

97 APR 21 PM 3:55

DIVISION OF CORPORATIONS

SH 4/21
Amend.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 21 PM 4:02

FILED

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Fax Audit # H97000006453

**THIRD AMENDMENT
TO
ARTICLES OF INCORPORATION OF
SALLY CORPORATION**

1. The name of the corporation is Sally Corporation (the "Corporation") and was incorporated on November 13, 1996 under document number P96000094013. The Articles of Incorporation were amended January 8, 1997 and further amended March 3, 1997.

2. Article V of the Articles of Incorporation is further amended to read:

The Corporation is authorized to issue 10,000,000 shares of \$.0001 par value common stock.

3. The foregoing amendment was unanimously adopted by the Directors and Shareholders pursuant to the written consent of the Corporation as of ~~April~~ April 13, 1997.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Third Amendment to the Articles of Incorporation on April 21, 1997.

 Pres.
Robert Rubino, Sr., President

Prepared By:
Keith J. Kanouse, Esquire
Keith J. Kanouse, P.A.
2424 N. Federal Highway, Suite 353
Boca Raton, FL 33431
(561) 392-0001
FL Bar #208213
Fax Audit # H97000006453

FILED
97 APR 21 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit # H97000006453

STATE OF FLORIDA

COUNTY OF PALM BEACH

This instrument was acknowledged before me this 21st day of April 1997, by Robert Rubino, Sr., as President of Sally Corporation, a Florida corporation, on behalf of the corporation. He personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:

sign

Keith J. Kanouse

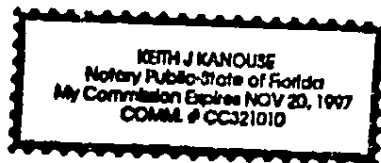
print

Keith J. Kanouse

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced:

My Commission Expires:



Fax Audit # H97000006453