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January 16, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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-01/21/97-01036--002
****122.50 ****122.50

Attention: New Filings

Dear Secretary of State:

Enclosed for filing are the Articles of Incorporation for "II Diners, Inc." along with an acceptance of "Resident Agent" by the person named in the Articles as Resident Agent.

Our check in the amount of \$122.50 is enclosed, to cover the initial \$70.00 filing fee and \$52.50 for a certified copy of the Articles of Incorporation.

We request that the certified copy be returned to:

Hunter and Sauter
1980 N. Atlantic Avenue
Suite 412
Cocoa Beach, FL 32931

Should you need any additional information please contact us at your convenience. Thank you.

Sincerely yours,


Jack W. Hunter, Jr., Esq.

JWH/jj
Enclosures as stated

Joann gave
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add the suffix.
Dmc
1/27/97

FILED
97 JAN 21 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

97 JAN 21 AM 11:39

OF

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

II DINERS, INC.

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:

II DINERS, INC.

The address of the principal office of this corporation shall be 1835 S. Atlantic Avenue, #701, Cocoa Beach, Florida 32931, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in every aspect of the business of writing and publishing books and 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 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1835 S. Atlantic Avenue, #701, Cocoa Beach, Florida 32931, and the name of the initial registered agent of the corporation at that address is Babette Anderson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have four officers initially. The name and street address of the officers director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Patti Kornberg	President	650 N. Atlantic Ave. PH No. 5 Cocoa Beach, FL 32931
Babette Anderson	Vice President	1835 S. Atlantic Ave. #701 Cocoa Beach, FL 32931
Patti Kornberg	Secretary	650 N. Atlantic Ave. PH No. 5 Cocoa Beach, FL 32931
Babette Anderson	Treasurer	1835 S. Atlantic Ave. #701 Cocoa Beach, FL 32931

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporators to these
Articles of Incorporation are:

Patti Kornberg
650 N. Atlantic Ave.
PH No. 5
Cocoa Beach, FL 32931

Babette Anderson
1835 S. Atlantic Ave. #701
Cocoa Beach, FL 32931


PATTI KORNBERG


BABETTE ANDERSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Babette Anderson, a Florida resident, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



BABETTE ANDERSON