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LAW OFFICE  
SHARON P. TALBOT, P.A.  
PROFESSIONAL ASSOCIATION  
324 ROYAL PALM WAY, SUITE 206  
PALM BEACH, FL 33480

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-02/24/97--01012--016  
\*\*\*122.50 \*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Cafe Des Arts, Inc.  
(Corporation Name) (Document #)
2. Cafe D'Orsay, Inc.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

~~W97-4905~~

~~602~~

FILED  
97 MAR 10 PM 3:14  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

Dmc 3/3/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 3, 1997

SHARON P. TALBOT, P.A.  
324 ROYAL PALM WAY  
SUITE 206  
PALM BEACH, FL 33480

SUBJECT: CAFE DES ARTS, INC.  
Ref. Number: W97000004900

We have received your document for CAFE DES ARTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 097A00010801

**ARTICLES OF INCORPORATION  
OF  
CAFE D'ORSAY , INC.**

**FILED**  
97 MAR 10 PM 3:14  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED** has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**CAFE D'ORSAY , INC.**

**ARTICLE II**

This corporation shall commence existing upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person why by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

#### **ARTICLE IV**

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$5.00 (Five Dollars).

Unless otherwise stated in these articles or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### **ARTICLE V**

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Sharon P. Talbot, Esq.  
324 Royal Palm Way, Suite 206  
Palm Beach, Florida 33480

#### **ARTICLE VI**

The initial Board of Directors shall consist of a total of one person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Jean-Claude Parachini, President/Secretary  
10567 Acme Road  
West Palm Beach, Florida 33414

Philippe Pateau, Vice President/Treasurer  
10567 Acme Road  
West Palm Beach, Florida 33414

#### **ARTICLE VII**

The address of the principal office of this corporation is:

10567 Acme Road  
West Palm Beach, Florida 33414

## ARTICLE VIII

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

Jean-Claude Parachini, President/Secretary  
10567 Acme Road  
West Palm Beach, Florida 33414

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this      day of February, 1997.

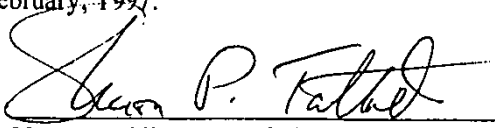
  
\_\_\_\_\_  
Jean-Claude Parachini, President/Secretary

STATE OF FLORIDA                      }

COUNTY OF PALM BEACH                      }

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **Jean-Claude Parachini**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who presented either a drivers' license or other form of identification personally known.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this      day of February, 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida



SHARON P. TALBOT  
My Comm Exp. 3/14/97  
Granted By Service Inc  
No. CC268083  
11 Personally Known      11 Noted &

My commission expires:

SHARON P. TALBOT  
\_\_\_\_\_  
Print name of Notary Public

(SEAL)

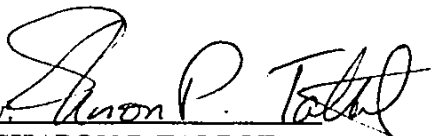
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That CAFE D'ORSAY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of West Palm Beach, County of Palm Beach, State of Florida has named Sharon P. Talbot, Esq. located at 324 Royal Palm Way, Suite 206, Palm Beach, Florida 33480, County of Palm Beach, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
SHARON P. TALBOT  
Registered Agent