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ACCOUNT NO. : 072100000032

REFERENCE : 330908 . 8676A

AUTHORIZATION : *Patricia Pygott*

COST LIMIT : \$ 70.00

ORDER DATE : April 15, 1997

ORDER TIME : 1:55 PM

ORDER NO. : 330908-005

900002144559--9

CUSTOMER NO: 8676A

CUSTOMER: Merrill Bookstein, Esq
MERRILL BOOKSTEIN, ESQ

4800 North Federal Highway
Suite 201b
Boca Raton, FL 33431

DOMESTIC FILING

NAME: EURO WAFFLE U.S.A.,
INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
97 APR 15 AM 9:56
TALLAHASSEE
FLORIDA

RECEIVED
97 APR 15 PM 4:45
TALLAHASSEE
FLORIDA

84 APR 16 1997

ARTICLES OF INCORPORATION
OF
EURO WAFFLE U.S.A., INCORPORATED

FILED
97 APR 16 AM 9:56
STATE OF FLORIDA
TALLAHASSEE

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:

EURO WAFFLE U.S.A., INCORPORATED

The address of the principal office of this corporation shall be 3500 Park Central Boulevard, North, Pompano Beach, Florida 30064, and the mailing address of the corporation 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 1000 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 4800 North Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Merrill A. Bookstein, Esq.

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 six Directors, initially. The names and addresses of the initial members of the Board of Directors are:

James Rosati Dir.	3500 Park Central Boulevard, North Pompano Beach, Florida 33064
Daniel Allen Dir.	Same
John Natale Dir.	Same
Tom Laratro Dir.	Same
Darren Frank Dir.	Same
Todd Pores Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

James Rosati Pres.	3500 Park Central Boulevard, North Pompano Beach, Florida 33064
Daniel Allen Sec.	Same
John Natale Treas.	Same

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 15, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

DWL

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: EURO WAFFLE U.S.A., INCORPORATED

2. The name and address of the registered agent and office is:

MERRILL A. BOOKSTEIN, ESQ.

(Name)

4800 N. FEDERAL HIGHWAY - SUITE 201B

(P.O. Box not acceptable)

BOCA RATON, FLORIDA 33431

(City/State/Zip)

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)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

FILED
97 FEB 16 AM 9:56
TALLAHASSEE, FLORIDA