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JOHN J. MURPHY III, P.A.

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HOLLYWOOD, FL 33021-3634

JOHN J. MURPHY III
MEMBER FLORIDA AND NEW YORK BARS

MAILED
MAY - 1 PM 2:55

STATE
TALLAHASSEE, FLORIDA

TELEPHONE: 954-981-6760
TELECOPIER: 954-981-9729

April 29, 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

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RE: CANDIES BY NANI, INC.
OUR FILE NO.: 97-110JM

Dear Gentlemen:

Enclosed herein please find the **CERTIFICATE OF INCORPORATION** for **CANDIES BY NANI, INC.**, along with our trust account check in the amount of **\$122.50** to cover the filing fee. Please furnish this office with a **CERTIFIED COPY**. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.

JOHN J. MURPHY III, ESQ.

JJM/jmj
Enclosures

cc: PHYLLIS A. JAHN
THOMAS E. JAHN

PH
5/2/97

CERTIFICATE OF INCORPORATION
OF
CANDIES BY NANI, INC.

FILED
97 MAY -1 PM 2:55
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, hereby associate myself together with the purpose of forming a corporation under the Laws of the **State of Florida**, by and under the provisions of the **Statutes of the State of Florida** providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I.

The name of this corporation shall be **CANDIES BY NANI, INC.**

ARTICLE II.

The general nature of the business to be transacted by this corporation shall be:

1. To establish, maintain, conduct, and operate food markets, grocery stores, bakeries, and stores of every kind, nature, and description; to purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute, and otherwise generally deal in any and all articles of food, food products, household products, groceries, dairy products, wines, liquors, beverages of all kind, meat and meat products, vegetables and vegetable products, provisions, produce, poultry, fish, game, and food supplies of all kind, both at wholesale and retail, and acquire, construct, maintain, operate, buy, sell, and deal in stores selling such goods, wares, and merchandise; to acquire, construct, establish, maintain, operate, or sell or dispose of factories, plants, warehouses, dairy plants, creameries, machinery and equipment, markets, stores, depots, and gathering and delivery routes and systems for such purposes.

2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the **Laws of the State of Florida** upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the **State of Florida**, or in any State, Territory, or dependency of the **United States**, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

ARTICLE III.

The authorized capital stock of this corporation shall be **one hundred (100)** shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the **Board of Directors** at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the **Board of Directors**.

ARTICLE IV. AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital to begin the business herein and operate same shall be a total of **FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS**.

ARTICLE V. PRINCIPAL OFFICE

The principal office of the corporation shall be located at **1730 NORTHWEST 87TH AVENUE, PEMBROKE PINES, FLORIDA 33024**, with the privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

ARTICLE VI. CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to Law.

ARTICLE VII. NUMBER OF DIRECTORS

The number of directors shall be not less than **one (1)** nor more than **three (3)**, but the by-laws may provide for such increase or decrease in number thereof as is authorized by law.

**ARTICLE VIII.
DIRECTORS**

The names and addresses of the first **Board of Directors** of this corporation are:

PHYLLIS A. JAHN	1730 N.W. 87TH AVENUE
President/Vice President	PEMBROKE PINES, FLORIDA
Treasurer/Secretary	33024

**ARTICLE IX.
NAMES AND ADDRESSES OF SUBSCRIBERS**

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

PHYLLIS A. JAHN	1730 N.W. 87TH AVENUE
President/Vice President	PEMBROKE PINES, FLORIDA
Treasurer/Secretary	33024
50 SHARES	

THOMAS E. JAHN	1730 N.W. 87TH AVENUE
50 SHARES	PEMBROKE PINES, FLORIDA
	33024

**ARTICLE X.
REGISTERED AGENT**

PHYLLIS A. JAHN is hereby named as the original **Registered Agent** of this corporation, upon whom service of process may be held in accordance with the laws of the **State of Florida**, and the street address of the initial Registered Agent's office is:

1730 N.W. 87TH AVENUE, PEMBROKE PINES, FLORIDA 33024.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge
and filed in the office of the Secretary of State of Florida the foregoing **CERTIFICATE OF
INCORPORATION**, this 30TH day of **APRIL, 1997**.

WITNESSES:

Melissa L. Casatelli

Sandra C. Atkinson

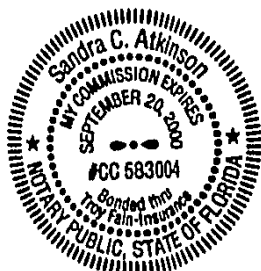
Phyllis A. Jahn
PHYLLIS A. JAHN

Thomas E. Jahn
THOMAS E. JAHN

STATE OF FLORIDA
COUNTY OF BROWARD

I **HEREBY CERTIFY** that on this day, personally appeared before me, the undersigned
authority, **PHYLLIS A. JAHN**, personally known to me ~~or has produced~~ _____ as
~~identification~~, and she acknowledged before me that she executed the foregoing **CERTIFICATE OF
INCORPORATION** for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 30TH day of **APRIL**,
1997.



Sandra C. Atkinson
NOTARY PUBLIC

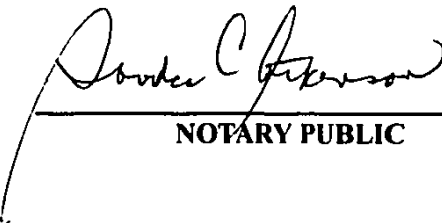
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **THOMAS E. JAHN**, personally known to me or ~~has produced~~ _____ as identification, and she acknowledged before me that she executed the foregoing **CERTIFICATE OF INCORPORATION** for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 30TH day of **APRIL**, 1997.





NOTARY PUBLIC

CERTIFICATE OF REGISTERED AGENT

FILED

97 MAY -1 PM 2: 55

In compliance with Chapter 48.091, Fla. Stats., the following is submitted:

CANDIES BY NANI, INC., a corporation desiring to organize under the Laws of the

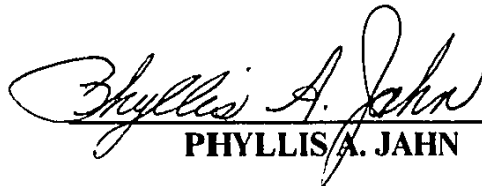
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida, has named **PHYLLIS A. JAHN** as its initial **Registered Agent**, and the initial street address of the initial registered office of said agent is:

1730 N.W. 87TH AVENUE, PEMBROKE PINES, FLORIDA 33024.

ACKNOWLEDGMENT:

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


PHYLLIS A. JAHN