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Law Offices of  
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May 14, 1997

State of Florida  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-05/16/97--01021--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation

Dear Madam/Sir:

Enclosed herewith please find the Articles of Incorporation for Anita's Brown Bag, Inc., the Certificate of Designation of Registered Agent/Registered Office, and accompanying fees. The fees represented by the enclosed check are as follows:

Articles of Incorporation	\$ 35.00
Designation/Acceptance of Registered Agent	35.00
Certified copy of document	<u>52.50</u>
	<u>\$122.50</u>

Additionally, please forward to me the proper form for the Annual Report, with instructions as to its timely filing. If we have inadvertently left out anything that the Division requires to complete the filing of the enclosed Articles, please contact me immediately. Thanking you in advance for your kind attention to this matter, I remain,

Sincerely yours,

*Victoria L. Cook*

VICTORIA L. COOK

VLC/wp  
Encl.  
cc: Anita R. Craig

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*no check*

**ARTICLES OF INCORPORATION**  
**OF**  
**ANITA'S BROWN BAG, INC.**

The undersigned natural person, mentally competent and a resident of the State of Florida, acting hereby as the Incorporator for the purpose of forming a Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of this corporation is ANITA'S BROWN BAG, INC.

**ARTICLE II. TERM**

This corporation shall commence in existence upon the filing of these Articles with the Secretary of State of the State of Florida and shall exist perpetually.

**ARTICLE III. PURPOSE**

The general purpose for which the corporation is organized is to engage in all lawful activity within the State of Florida.

**ARTICLE IV. PRINCIPAL OFFICE**

The address of the principal office and mailing address of the corporation within the State of Florida is:

14501 W. Sunrise Boulevard, Sunrise, FL 33232 .

The Board of Directors may, from time to time, move the principal office to any other address within or without the State of Florida, and may open such branch offices as it, from time to time, deems necessary.

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#### **ARTICLE V. CONDUCT OF BUSINESS**

The business of this corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of at least one member. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this corporation, shall hold office and manage the corporation, until their successors are elected or appointed and have qualified. The member(s) of the Board of Directors are as follows:

Anita R. Craig, 1717 N. Riverside Drive, #3, Pompano Beach, FL 33062.

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#### **ARTICLE VI. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares, all of which shall be common stock. Preemptive rights are to be granted to shareholders.

The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor, or service, which in the judgment of the Board of Directors, shall be of equivalent valuation to the value of the stock to be issued.

#### **ARTICLE VII. PREEMPTIVE RIGHTS**

Each stockholder, upon the sale for cash of any new stock issued by this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as closely as may be done without the issuance of fractional shares, at the price at which it is offered to others.

#### **ARTICLE VIII. RESTRICTIONS ON STOCK TRANSFER**

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation, without first offering such shares for sale at the net asset value thereof to the corporation. Such offer shall be in writing, signed by the stockholder, sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 45 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder(s) shall have the right to dispose

of the shares as he/she may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his/her death, on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend.

These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation.

#### **ARTICLE IX. INITIAL CAPITALIZATION**

The amount of capital with which this corporation shall begin business is at least \$7,500.00.

#### **ARTICLE X. INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The initial Registered Agent of the corporation shall be VICTORIA L. COOK, ESQUIRE, of the Law Offices of William L. Bromagen, P.A. The address of the initial registered office for acceptance of service of process purposes is:

1881 N.E. 26th Street, Suite 202, Fort Lauderdale, FL 33305.

#### **ARTICLE XI. INCORPORATOR**

The name and street address of the incorporator of this corporation and these Articles of Incorporation is:

ANITA R. CRAIG  
14501 W. Sunrise Boulevard  
Sunrise, Florida 33232

#### ARTICLE XII. CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the Shareholders of the corporation may be taken without a formal meeting, if consent in writing, setting forth the action to be taken, is submitted by all shareholders entitled to vote on the action and such consent in writing shall have the same effect as a unanimous vote at a Shareholder's meeting.

If all of the Directors consent in writing or submit any writing(s) evidencing their consent to an action requiring their approval and such consent(s) are filed with the Secretary of the corporation, the action shall be valid as if it had been authorized and approved at a meeting of the Board of Directors.

#### ARTICLE XIII. VERIFICATION OF INCORPORATOR

I, the undersigned being the original subscriber for the purposes of forming a corporation to do business under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby, declaring and certifying the facts herein stated are true. Accordingly, I have hereunto set my hand and seal on the day and date written below.

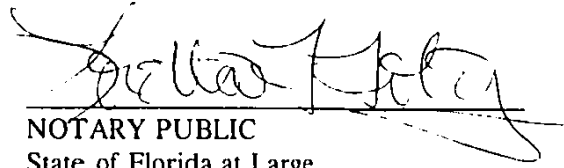
5-12-97  
(date)

Anita R. Craig  
ANITA R. CRAIG  
President

STATE OF FLORIDA

COUNTY OF BROWARD

The following instrument was acknowledged before me this 29<sup>th</sup> day of May, 1997 by  
ANITA R. CRAIG, who is personally known to me or who has produced \_\_\_\_\_  
\_\_\_\_\_ as identification and who did (did not) take an oath.

  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:

(Notarial Seal)



Loretta F. Foley  
MY COMMISSION # CC488618 EXPIRE:  
August 15, 1999  
BONDED THRU TROY FAIN INSURANCE, INC

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 ANITA'S BROWN BAG, INC.

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

VICTORIA L. COCK  
(NAME)  
LAW OFFICES OF WILLIAM L. BROMAGEN, P.A.  
1881 N.E. 26TH STREET, SUITE 202  
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)  
FORT LAUDERDALE, FL. 33305  
(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.*

Victoria L. Cock  
(SIGNATURE)

13 MAY 97  
(DATE)

FILED  
97 MAY 16 AM 9:22  
TALLAHASSEE  
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