

PA7000059157

LAW OFFICE  
RICHARD GOLDSTONE, P.A.

2301 WEST SAMPLE ROAD  
BUILDING 3, SUITE 3-A  
POMPANO BEACH, FLORIDA 33073  
TELEPHONE: (954) 975-7800 / TELEFAX: (954) 978-6073

July 2, 1997

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

400002231084--7  
-07/07/97--01078--008  
\*\*\*\*122.50 \*\*\*\*122.50

Attention: Charter Section

Re: Articles of Incorporation of  
CAFE ELYSSA INCORPORATED

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation with regard to the above-named Florida corporation, together with a copy thereof to be certified.

Also enclosed is our firm's check number 3096 in the amount of \$122.50 to cover the cost of the filing fee, Registered Agent Designation, and a certified copy of the Articles for said corporation.

Kindly forward the certified copy back to this office.

Thanking you in advance for your attention to this matter, I am

Yours very truly,

*Richard Goldstone*

RICHARD GOLDSTONE, P.A.

RG/cp  
Enclosures: as stated

FILED  
97 JUL -7 AM 10:52  
SECRET  
TALLAHASSEE, FLORIDA

*Done  
6/18/97*

ARTICLES OF INCORPORATION  
OF  
CAFE ELYSSA INCORPORATED

97 JUL -7 AM 10:52  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be:

CAFE ELYSSA INCORPORATED

Its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

NATURE OF THE BUSINESS

The general nature of the business to be transacted by the corporation shall be: Ownership, management and operation of cafe and restaurant, and all manner of services in connection therewith.

In addition: The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall consist of One Thousand (1,000) Shares of Common Stock having a par value of One Dollar (\$1.00).

The stock of the corporation shall be issued for such consideration as may be determined by its Board of Directors. Shareholders shall have no preemptive rights. Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock, and such agreements may take the form of options, rights of first refusal, buy-sell contracts or any other lawful forms of agreement.


#### ARTICLE IV

##### INITIAL REGISTERED AGENT AND OFFICE

The corporation's initial Registered Agent and Registered Office are:     Richard Goldstone, P.A.  
                          2301 West Sample Road  
                          Building 3, Suite 3-A  
                          Pompano Beach, FL 33064

##### **Acknowledgment and Consent of Registered Agent:**

Having been named Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
Richard Goldstone, Esq.  
Registered Agent

#### ARTICLE V

##### INITIAL BOARD OF DIRECTORS

The name and address of the sole member of the first Board of Directors is:

Elyssa Weiss  
3750 Galt Ocean Drive, Unit 909  
Fort Lauderdale, Florida 33308

The business of the corporation shall be managed by a Board of Directors consisting of one (1) director. The number of directors may be increased or diminished from time to time in accordance with the By-Laws.

#### ARTICLE VI

##### BY-LAWS

The Board of Directors or the shareholders may adopt, amend, alter or repeal By-Laws of the corporation. The By-Laws may contain any provisions for the regulation or management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

#### ARTICLE VII

##### INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify any Director or Officer, and shall have the power to indemnify any Employee, Agent or other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was or is acting on behalf of, or at the

request of the corporation. Such indemnification may take the form of court costs, attorneys' fees or other expenses incurred by such person involved in such action, suit or proceeding.

#### ARTICLE VIII

##### AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted subject to this reservation.

#### ARTICLE IX

##### INCORPORATORS

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

Elyssa Weiss  
3750 Galt Ocean Drive, Unit 909  
Fort Lauderdale, Florida 33308

#### ARTICLE X

##### PRINCIPAL OFFICE

The principal office of the corporation shall be located at:

915 Middle River Drive  
Fort Lauderdale, Florida 33304

IN WITNESS WHEREOF, I have set my hand and seal this 1 day of July, 1997.

*Elyssa Weiss*  
ELYSSA WEISS

FILED  
97 JUL -7 AM 10:52  
SECRETARY  
TALLAHASSEE  
FLORIDA

STATE OF FLORIDA        }  
                                  ss.:  
COUNTY OF BROWARD    }

THE FOREGOING INSTRUMENT was acknowledged before me this  
1 day of July, 1997, by ELYSSA WEISS, who is personally known  
to me or who has produced identification in the form of  
N/A Personally Known, which was examined by me, and who (did)  
(did not) take an oath and acknowledged that she is the person who  
executed the foregoing Articles of Incorporation of Cafe Elyssa  
Incorporated.

(SEAL)

  
Signature of Notary Public

OFFICIAL NOTARY SEAL  
PAMELA M MIDDLEBROOKS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC398702  
MY COMMISSION EXP. OCT. 22, 1998

Printed name of Notary Public

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97 JUL -7 AM 10:52  
TALLAHASSEE FLORIDA  
SECRET