

P97000065223

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 JUL 28 AM 9 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: ALFREDO'S CAFE & SUBS SHOP INC
(Proposed corporate name - must include suffix)

700002248687--5
-07/28/97--01040--015
***122.50 ***122.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ALFREDO BLANCO
Name (Printed or typed)

10055 N. W 28TH TERR
Address

MIAMI - FLA - 33172
City, State & Zip

(305) 599-9192
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

PN 7-29-97

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ALFREDO'S CAFE & SUBS SHOP INC

FILED
97 JUL 28 AM 9 12

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10055 N. W 28TH TERRACE
MIAMI - FLA - 33172

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES PAR 1⁰⁰

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ALFREDO BLANCO
10055 N. W 28TH TERRACE
MIAMI - FLA - 33172.

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ALFREDO BLANCO
500 SHARES

PRES - TREAS
DIRECTOR

ROSARIO BLANCO
500 SHARES

V-PRES - SECT
DIRECTOR

BOTH DIRECTORS ADRESS

10055 N. W 28TH TERR.
MIAMI - FLA - 33172

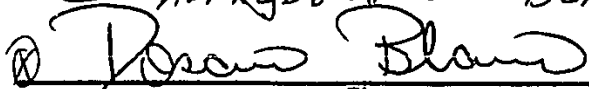
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

23RD day of JULY, 1997.

(An additional article must be added if an effective date is requested.)



ALFREDO Signature BLANCO



ROSARIO Signature BLANCO.

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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 ALFREDO'S CAFE & SUBS SHOP, INC

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


ALFREDO BLANCO
(NAME)

10055 N.W 28TH TERRACE
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI - FLA - 33172
(CITY/STATE/ZIP)

FILED
97 JUL 28 PM 9 12
TALLAHASSEE, FLORIDA

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)
ALFREDO BLANCO

07/23/97
(DATE)

P. 97000065224



ACCOUNT NO. : 072100000032

REFERENCE : 477020 9861A

AUTHORIZATION :

Patricia Papp

COST LIMIT : \$70.00

ORDER DATE : July 28, 1997

ORDER TIME : 3:08 PM

ORDER NO. : 477020-015

CUSTOMER NO: 9861A

CUSTOMER: Jeffrey Tomassetti, Esq
A. JEFFREY TOMASSETTI, ESQ

800002249808--5

P. O. Box 1443

Fernandina Beac, FL 32035-1443

DOMESTIC FILING

NAME: THE BIRD HOUSE WILDLIFE STORE,
INC.

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: W. Charles Earnest

EXAMINER'S INITIALS: _____

FLORIDA
CORPORATION
JUL 29 1997

57
JUL 29 1997

SN JUL 29 1997.

5

ARTICLES OF INCORPORATION
OF
THE BIRD HOUSE WILDLIFE STORE, INC.

FILED
JUL 23 AM 8:55
TALLAHASSEE FLORIDA

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:

THE BIRD HOUSE WILDLIFE STORE, INC.

The address of the principal office of this corporation shall be 1234 Gerbing Road, Fernandina Beach, Florida 32034 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 1,000 shares of common stock having \$no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 406 Ash Street, Fernandina Beach Florida 32034, and the name of the initial registered agent of the corporation at that address is A. Jeffrey Tomassetti.

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

Thomas Joel Edwards Dir.	1234 Gerbing Road Fernandina Beach, Florida 32034
Sara M. Edwards Dir.	Same

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

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 July 28, 1997.

CORPORATION SERVICE COMPANY

By: Judith S. Blancett
Its Agent, Judith S. Blancett

DKS/wce

**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: THE BIRD HOUSE WILDLIFE STORE, INC.

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

A. Jeffrey Tomassetti

(Name)

406 Ash Street

(P.O. Box not acceptable)

Fernandina Beach, FL 32034

(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)