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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 467668 10138A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : July 18, 1997

ORDER TIME : 1:37 PM

ORDER NO. : 467668-005

600002242146--9

CUSTOMER NO: 10138A

CUSTOMER: Robert Solove, Esq  
SOLOVE & SOLOVE

Dadeland Towers South  
9500 S. Dadeland Blvd., #450  
Miami, FL 33156

FILED  
97 JUL 18 AM 11:06  
SEBASTIAN FLORIDA  
TALLAHASSEE

DOMESTIC FILING

NAME: ALL SEASONS CAFE, 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: Kim Clemons

EXAMINER'S INITIALS: \_\_\_\_\_

00 524

ROF

W97-16688

JUL 18 1997

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 18, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: ALL SEASONS CAFE, INC.  
Ref. Number: W97000016688

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for ALL SEASONS CAFE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

THE REGISTERED OFFICE LISTED IN YOUR DOCUMENT MUST BE THE SAME.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 097A00036798

RECEIVED  
JUL 19 1997  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 14, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for ALL SEASONS CAFE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 897A00041257

RECEIVED  
AUG 15 PM 12:19  
87

ARTICLES OF INCORPORATION  
OF  
ALL SEASONS CAFE, INC.

FILED  
97 JUL 18 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for Florida  
pursuant to Chapter 607, Florida Statutes, does hereby adopt the following  
Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is:

ALL SEASONS CAFE, INC.

ARTICLE II  
DURATION

This corporation shall have perpetual existence commencing on the date of  
the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III  
PURPOSES

This corporation is organized for the purpose of transacting any and all  
lawful business.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 4000 shares of \$2.00 par value  
common stock.

**ARTICLE V**  
**QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the corporation's bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial principal office of this corporation is Key Biscayne Galeria, Suite 110, 328 Crandon Boulevard, Key Biscayne, Florida 33149, and the name of the initial registered agent of this corporation is Saeed Shoraka, whose address is Suite 110, 328 Crandon Boulevard, Key Biscayne, Florida 33149.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one. The name and address of the initial directors of the corporation are as follows:

Mohammad Shoraka - President  
Key Biscayne Galeria, Suite 110, 328 Crandon Boulevard,  
Key Biscayne, Florida 33149;

Mozhdeh Changizzadeh - Vice President  
Key Biscayne Galeria, Suite 110, 328 Crandon Boulevard,  
Key Biscayne, Florida 33149;

Pari Makovi - Secretary  
Key Biscayne Galeria, Suite 110, 328 Crandon Boulevard,  
Key Biscayne, Florida 33149;

Saeed Shoraka - Treasurer  
Key Biscayne Galeria, Suite 110, 328 Crandon Boulevard,  
Key Biscayne, Florida 33149.

#### **ARTICLE VIII INCORPORATORS**

*The name and address of the corporation's incorporator is: Saeed Shoraka,  
77 Crandon Boulevard, No. 9B, Key Biscayne, Florida 33149.*

#### **ARTICLE IX RESTRICTIONS ON TRANSFER OF CAPITAL STOCK**

Unless otherwise provided in the corporation's bylaws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

#### **ARTICLE X INDEMNIFICATION**

The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 10<sup>th</sup> day of

July, 1997.

Saeed Shoraka  
Incorporator, SAEED SHORAKA

STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Saeed Shoraka to me known to be the person described in and who executed the foregoing instrument or who produced driver's license number \_\_\_\_\_ and who acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 10<sup>th</sup> day of July, 1997.



Olga R. Rodriguez  
NOTARY PUBLIC, State of  
Florida at Large

CERTIFICATE OF DESIGNATING AGENT  
(F.S. Sec. 48.091)

BE IT KNOWN THAT:

**ALL SEASONS CAFE, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Dade County, Florida, has named **Saeed Shoraka**, whose address is **77 Crandon Boulevard, No. 9B, Key Biscayne, Florida, 33149** as its agent to accept service of process within Florida.

**ALL SEASONS CAFE, INC.**

BY: Saeed Shoraka  
Saeed Shoraka  
Incorporator

DATED this 10 day of July, 1997.



**ACCEPTANCE**

Having been named to accept service of process for **ALL SEASONS CAFE, INC.**, at Suite 110, 328 Crandon Boulevard, Key Biscayne, Florida 33149 I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Saeed Shoraka, Registered Agent

Dated: 10-July-97

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97 JUL 18 AM 11:06  
TALLAHASSEE FLORIDA