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224 CLEMATIS STREET
WEST PALM BEACH, FLORIDA 33401

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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-09/05/97--01092--003
*****78.75 *****78.75

1. _____
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -5 AM 11:11

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

US TAVERN CORP.

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

ARTICLE I NAME

The name of the corporation shall be: US TAVERN CORP.

The principal place of business of this corporation shall be: 5250 Town Center Circle #147
Boca Raton, FL 35480

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares Common
par value \$.01
per share

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Gary Ellsworth	Douglas Herbst	Todd Herbst	William Watson
President &	V.P. &	V.P. &	V.P. &
Director	Director	Director	Director
909 Collier Ct.	909 Collier Ct.	8203 Glenmoor Dr.	20304 Glenmoor Dr.
Marco Island,	Marco Island,	West Palm Beach,	West Palm Beach,
FL 34145	FL 34145	FL 33409	FL 33409

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Gary Ellsworth
President & Director
909 Collier Ct.
Marco Island,
FL 34145

Todd Herbst
V.P. & Director
8203 Glenmoor Dr.
West Palm Beach,
FL 33409

Douglas Herbst
V.P. & Director
909 Collier Ct.
Marco Island,
FL 34145

William Watson
V.P. & Director
20304 Glenmoor Dr.
West Palm Beach,
FL 33409

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 26th day of August, 1997.

Signature(s) of Incorporator(s)

X [Signature] H-64-813-64-402-0 Exp 2003
X [Signature] H-225-921-64-7620 Exp 2000
X [Signature] H-64-163-61-328-0 Exp 2001
X [Signature] C-426-297-58-458-15 Exp 1999

STATE OF

Florida

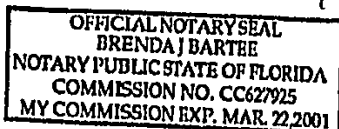
COUNTY OF

Palm Beach

THE FOREGOING instrument was acknowledged and sworn to before me this 3rd day of Sept, 1997 by TODD HERBST, WILLIAM WATSON, DOUGLAS HERBST, GARY ELLSWORTH (Name of Incorporator(s)) of US TAVERN CORP. (Name of Corporation)

Notary Public

[Signature]
My Commission Expires: 3rd 2001



(SEAL)

ARTICLES OF INCORPORATION FILING FEE: \$20

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -5 AM 11:11

Pursuant to the provisions of Section 607.325, 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: US TAVERN CORP.

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

Todd Herbst

8203 Glenmoor Dr.

(P. O. BOX NOT ACCEPTABLE)

West Palm Beach, FL 33409

(CITY/STATE/ZIP)

SIGNATURE x

(Corporate Officer)

TITLE V.P. & Director

DATE 8/26/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE x

(Registered Agent)

DATE ✓