

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P97000085277

Flagler Cafe

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: Cher

Name

Date

Time

Walk-In _____

Will Pick Up _____

RECORDED
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DIVISION OF CORPORATIONS

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10-2-97

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
FLAGLER CAFE, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Flagler Cafe, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue 100 shares all of one class, \$1.00 par value.

ARTICLE V

The address of the principal office and mailing address of the corporation is:

**88511 Overseas Highway
Tavernier, FL 33070**

ARTICLE VI

The address of its initial registered office and the name of its initial registered agent at said address is:

Thomas James Hayes III

**88511 Overseas Highway
Tavernier, FL 33070**

ARTICLE VII

The initial board of directors shall consist of two directors, whose names and addresses are:

**Thomas James Hayes III
144 Sioux Street
Tavernier, FL 33070**

**Joseph Biondoletti
P. O. Box 39
Tavernier, FL 33070**

ARTICLE VIII

The name and address of the incorporators are:

**Thomas James Hayes III
144 Sioux Street
Tavernier, FL 33070**

**Joseph Biondoletti
P. O. Box 39
Tavernier, FL 33070**

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or

otherwise acquired shares, including the reissuance of treasury shares.

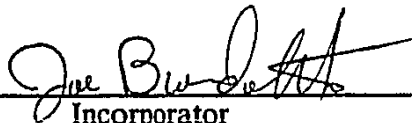
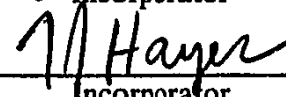
2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


Incorporator

Incorporator

Dated: 9-25-97

STATE OF FLORIDA

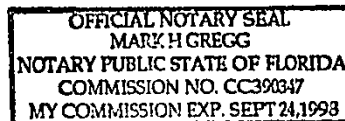
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared Thomas James Hayes, III and Joseph Biondoletti, who are personally known to me or who have produced personally known as identification and are well known to be the persons described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Key Largo, in said County and State this 25 day of September, 1997.

Mark H. Gregg
NOTARY PUBLIC
State of Florida At Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with Sections 48.091 and 706.034, Florida Statutes: Flagler Cafe, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the Village of Tavernier, County of Monroe, State of Florida, has named Thomas James Hayes III, County of Monroe, State of Florida, as its agent to accept service of process with the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Registered Agent

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TAMPA FLORIDA