

Domenic L. Grosso, P.A.

**ATTORNEYS AT LAW
900 N. FEDERAL HIGHWAY
BOCA REFLECTIONS, SUITE 420
BOCA RATON, FLORIDA 33432**

DOMENIC L. GROSSO

TELEPHONE (561) 395-5802
FACSIMILE (561) 391-3994

November 5, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: AMERICAN SEMINARS OF RESTAURANT SERVERS, INC.

Dear Sir/Madam:

500002343025--4
-11/10/97-01121--005
***131.25 ***131.25

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$131.25 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent fee	\$ 35.00
Certificate of Status	\$ 8.75***
Total	<u>\$ 131.25</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy and Certificate of Status to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

DOMENIC L. GROSSO, P.A.

By: De
DOMENIC L. GROSSO, ESQ.

DLG/dq

Enclosures

cc: Mr. and Mrs. Holland

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ARTICLES OF INCORPORATION

OF

AMERICAN SEMINARS OF RESTAURANT SERVERS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, each acting as Incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

Name. [FS § 607.0202(1)(a)] The name of the corporation is AMERICAN SEMINARS OF RESTAURANT SERVERS, INC..

ARTICLE II - ADDRESS

Principal Office/Mailing Address. [FS § 607.0202(1)(b)] The mailing address of the corporation is: 320 Apache Lane, Boca Raton, Florida 33487.

ARTICLE III - NATURE OF BUSINESS

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. The corporation's principal activity shall be training restaurant servers.

ARTICLE IV - CAPITAL STOCK

Shares. [FS § 607.0202(1)(c)] The maximum number of shares the corporation is authorized to issue is One-Hundred (100) shares of common stock having One (\$1.00) Dollar par value per share.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

Initial Registered Office and Agent. [FS § 607.0202(1)(1)] The street address of the initial registered agent and office of this corporation shall be: 900 North Federal Highway, Suite 320, Boca Raton, Florida 33432 and the name of the initial registered agent of the corporation at the address is DOMENIC L. GROSSO, P.A.

ARTICLE VI - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - PREEMPTIVE RIGHTS

Preemptive Rights. [FS § 607.0202(1)(d)] Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the pro rata ratio that the number of shares she/he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting her/him to exercise her/his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VIII - INCORPORATORS

Incorporators [FS § 607.0202(1)(f)] The name and addresses of each Incorporator is:

DOMENIC L. GROSSO, P.A.
900 N. Federal Highway, Suite 420
Boca Raton, Florida 33432

ARTICLE IX - DIRECTORS AND OFFICERS

Directors and Officers. This corporation shall have two (2) directors and two (2) officers, initially. The names and addresses of the initial directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

The names and addresses of the initial directors and officers are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
PRESIDENT/TREASURER DIRECTOR	ANITA HOLLAND	320 Apache Lane Boca Raton, Florida 33487
VICE PRESIDENT/ SECRETARY DIRECTOR	JOHN HOLLAND	320 Apache Lane Boca Raton, Florida 33487

ARTICLE X - AMENDMENT

Amendment. Any provision contained in these Articles of Incorporation may be amended or repealed in the manner provided by law. Every amendment shall be approved at a meeting of the Stockholders by two-thirds of the stock entitled to vote thereon, unless at least Stockholders holding two-thirds of the outstanding stock entitled to vote thereon sign a written consent manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of November 1997.

Domenic L. Grosso
DOMENIC L. GROSSO, P.A.

CERTIFICATION OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

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In compliance with § 48.091 and 607.0501 of the Florida Statutes, the following is submitted:

1. The name of the corporation is:
AMERICAN SEMINARS OF RESTAURANT SERVERS, INC.
2. That AMERICAN SEMINARS OF RESTAURANT SERVERS, INC. desiring to qualify under the laws of the State of Florida, with its principal of business in the City of Boca Raton, State of Florida, has named DOMENIC L. GROSSO, P.A. located at 900 North Federal Highway, Suite 420, Boca Raton, Florida 33432, as its Registered Agent to accept service of process within the State of Florida.

AMERICAN SEMINARS OF RESTAURANT
SERVERS, INC.

By:

Anita Holland
ANITA HOLLAND, President

DATED:

11-5-97

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 Section 607.0505, Florida Statutes.

Domenic L. Grosso
DOMENIC L. GROSSO, ESQ.

DATED: 5 NOV 97