

P97000106778

TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 19 PM 2:58

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

300002377513--0  
-12/19/97--01037--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Flossy's Cafe Restaurant, Inc.  
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check of \$ 78.75 for filing fee and certificate.

FROM: Martti Kalkas  
Name  
15419 SW 54th Street  
Address  
Miami, FL 33185  
City, State, Zip  
(305) 577-9716  
Area Code and Phone Number (Daytime)

4  
D. BROWN DEC 19 1997

ARTICLES OF INCORPORATION OF

Flossy's Cafe Restaurant, Inc..

(Name of Corporation)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 19 PM 2:58

ARTICLE I - NAME

The name of this corporation is:

Flossy's Cafe Restaurant, Inc..

with the principal place of business located at:

7308 Collins Avenue  
Miami Beach, Florida 33141

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock with no par value.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rate share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:

7308 Collins Avenue  
Miami Beach, Florida 33141

The name of the initial Registered Agent of this corporation is:

Sonia M. Peluso

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Sonia M. Peluso, President, Secretary  
Orlando Silva Dias, Vice President, Treasurer

ARTICLE VII - INCORPORATORS

The name of and address of the persons signing this article is:

Sonia M. Peluso  
7308 Collins Avenue  
Miami Beach, Florida 33141

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE VII- MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - SHAREHOLDERS

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of December, 1997.

  
\_\_\_\_\_  
Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 19 PM 2:58

CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That the 500 Group, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade, State of Florida, has appointed

Sonia M. Peluso  
7308 Collins Avenue  
Miami Beach, Florida 33141

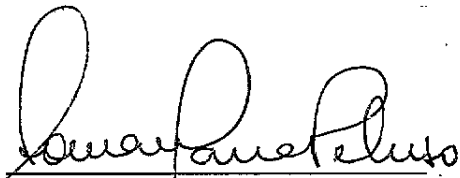
as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of the

Flossy's Cafe Restaurant, Inc..

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 15th day of December, 1997.

  
Registered Agent