

TRANSMITTAL LETTER

P98000006305

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

SUBJECT: HEALTHY HABIT CAFÉ FRANCHISING, INC.
 (Proposed corporate name - must include suffix)

800002405328--4

-01/20/98--01114--017

*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
 Filing Fee

☐ \$78.75
 Filing Fee
 & Certificate

☐ \$122.50
 Filing Fee
 & Certified Copy

☐ \$131.25
 Filing Fee,
 Certified Copy
 & Certificate

ADDITIONAL COPY REQUIRED

FROM: FRANK R. STRATTON
 Name (Printed or typed)

170 SANDPIPER AVE
 Address

ROYAL PALM BEACH, FL 33411
 City, State & Zip

561-640-1007
 Daytime Telephone number

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

98 JAN 20 PM 1:26

FILED

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

HEALTHY HABIT CAFÉ FRANCHISING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Corporation is hereby organized and incorporated by the undersigned subscribers for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the Provisions of the Statutes of the State of Florida, Providing for the information, liability, rights, Privileges and immunities of a Corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

Healthy Habit Café Franchising, Inc.

Hereinafter referred to as the "Corporation".

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and object and purposes to be transacted, promoted Or carried on are to do any and all of the things hereinafter mentioned as fully and to the same Extent as natural persons might or could do, viz.

- a) To generally engage in the sale of "Healthy Habit Café" Franchises, a retail / wholesale food service business with related services.
- b) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.
- c) To exercise all rights, powers and privileges as provided in Section 607.011 Florida Statutes, as the same may be amended from time to time, together with any other rights, powers, privileges of a corporation organized and existing under the laws of the State of Florida.

d) To do all and ever thing necessary and proper for the accomplishments of any of the purposes or the attaining of any of the objects, for the furtherance of any of the powers enumerated in this Articles of Incorporation or any amendment thereof, necessary or incidental thereto and to the protection and benefit of the Corporation as principal, agent, director, trustee, or otherwise, and in general, either alone or in association with other business necessary or objects of the Corporation, whether or not such business is similar in nature to the purposes of objects set forth in this Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation and it is hereby expressly provided that the foregoing enumeration is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III

CAPITAL STOCK

The amount of the total authorized capital stock of the Corporation shall be one Hundred (100) Shares of Common Stock, with a normal or par value of Ten Dollars (\$10.00) per Share.

The whole or any part of the capital stock of said Corporation shall be payable in Lawful Money of the United States of America, or property, labors or services at a just Valuation as shall be fixed by the Directors.

Each shareholder of the corporation shall be entitled to full preemptive rights to Acquire His proportional part of any unissued or treasury shares of the corporation, or Securities of the Corporation convertible into or carrying a right to subscribe to or acquire Such Share, which may be issued at any time by the Corporation.

ARTICLE IV

CORPORATE EXISTENCE

The Corporation shall have a perpetual existence.

ARTICLE V

PRINCIPAL OFFICE

The principal place of business of said Corporation is to be located at:

170 Sandpiper Avenue

Royal Palm Beach, Florida 33411

With the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida or in foreign countries.

ARTICLE VI

THE INITIAL BOARD OF DIRECTORS

A Board of two Directors shall conduct the affairs of the corporation, which shall be the number of initial Board of Directors. 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.

The names and street addresses of the first Directors of the corporation, who, subject to the provisions of this Articles of Incorporation, the By-Laws and the general corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, are as follows:

Frank R. Stratton
170 Sandpiper Avenue
Royal Palm Beach, FL 33411

Pamela Hayes Stratton
170 Sandpiper Avenue
Royal Palm Beach, FL 33411

ARTICLE VII

OFFICERS

The number of Officers shall be two; however, the number of officers may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and street addresses of the officers are as follows:

Frank R. Stratton
170 Sandpiper Avenue
Royal Palm Beach, FL 33411

Pamela Hayes Stratton
170 Sandpiper Avenue
Royal Palm Beach, FL 33411

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

Frank R. Stratton
170 Sandpiper Avenue
Royal Palm Beach, FL 33411

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

170 Sandpiper Avenue
Royal Palm Beach, FL 33411

The name of the registered resident agent for the service of process is:

Frank R. Stratton

Which appointment does the signature below accept.

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders of this Corporation.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Articles Of Incorporation, in West Palm Beach, Florida, for the purposes aforesaid, on this 7th day of January, 1998.



FRANK R. STRATTON
Incorporator / Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA