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CHARLES L. JAFFEE, P.A.

ATTORNEY AT LAW

1701 W. HILLSBORO BLVD.

SUITE 303

DEERFIELD BEACH, FL 33442

Office Use

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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

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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

PREPARED BY:
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(954)425-0606
Fla. Bar No: 223417

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TACO THREE BAKERSFIELD, CORP.

BY THESE ARTICLES OF INCORPORATION the Incorporator forms a Corporation for profit under Florida law:

ARTICLE I.

The name of the Corporation is TACO THREE BAKERSFIELD, CORP.

ARTICLE II.

This Corporation shall exist perpetually.

ARTICLE III.

The purpose of this Corporation is to transact any or all lawful businesses for which a Corporation may be incorporated under Chapter 607 Florida Statutes.

ARTICLE IV.

This Corporation is authorized to issue One Hundred (100) shares of common stock of a par value of One Dollar (\$1.00) per share.

ARTICLE V.

The initial registered agent for this Corporation is CHARLES L. JAFFEE and the initial registered office is located at 1701 W. Hillsboro Blvd., Ste. 303, Deerfield Beach, Florida 33442.

ARTICLE VI.

This Corporation shall have two Director's initially. The

number shall be fixed by the By-Laws and may be changed from time to time.

ARTICLE VII.

The name and address of each member of the First Board of Directors are:

FRANK TUMINELLO
c/o Charles L. Jaffee
1701 W. Hillsboro Blvd., Ste. 303
Deerfield Beach, Florida 33442

ROBERT SHEERER
c/o Charles L. Jaffee
1701 W. Hillsboro Blvd., Ste. 303
Deerfield Beach, Fl 33442

They shall hold office until the First Annual Meeting of Stockholders.

ARTICLE VIII.

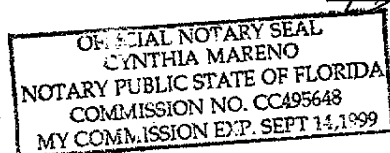
The name and address of the Incorporator is Charles L. Jaffee and the principal address of the Corporation is 1701 W. Hillsboro Blvd., Ste. 303, Deerfield Beach, Florida 33442.

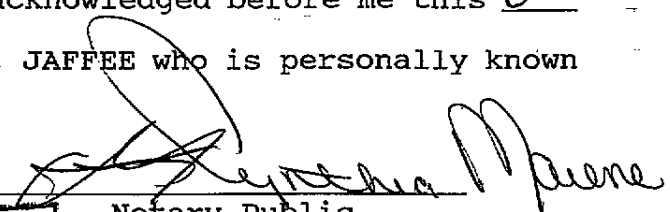
DATED this 6th day of February, 1998.


CHARLES L. JAFFEE

STATE OF FLORIDA)
COUNTY OF BROWARD)

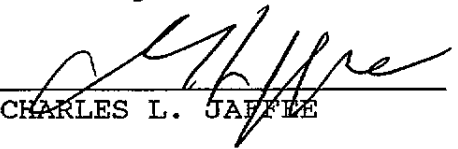
The foregoing instrument was acknowledged before me this 6th day of February, 1998 by CHARLES L. JAFFEE who is personally known to me and who did take an oath.




Notary Public

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Resident Agent for this Corporation at
- the registered office designated in the foregoing Articles of
Incorporation, the undersigned accepts the designation.



CHARLES L. JAFFE

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