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February 2, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/09/98--01145--020
*****70.00 *****70.00

Re: Incorporation of Sherico, Inc.

To Whom It May Concern:

This will again serve to advise your department that the undersigned attorney represents the incorporators of a company now known as Sherico, Inc. pursuant to which I am enclosing an original and copy of my client's Articles of Incorporation.

Additionally, I am enclosing a check in the amount of \$79.50 which represents the fee for filing same.

Based upon the foregoing, I would appreciate your filing the enclosed Articles, and thereafter returning a copy of same directly to my office in the self addressed, stamped envelope.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. BROCK FEB 10 1998

ARTICLES OF INCORPORATION

OF

SHERICO, INC.

THE UNDERSIGNED do hereby associate
for the purpose of forming a corporation under the laws of the
State of Florida, and to hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

SHERICO, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of operating a
restaurant and food service facility, including but not limited
to the purchasing and selling of food products, beverages, and
supplies together with alcoholic beverages and supplies, and any
other acts necessary and/or related to the operation of said
restaurant.

B. To carry on and engage in any business or activity
which may be authorized and permitted under and by virtue of the
laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock
in the following manner, to wit:

(1000) shares of common stock, having no par value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:
2613 Northeast 28th Court
Lighthouse Point, Florida 33064

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Walter Popielarczyk, and the Registered Office shall be located at: 2613 Northeast 28th Court, Lighthouse Point, Florida 33064 or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition

to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Walter Popielarczyk	President	2613 N.E. 28th Ct. Lighthouse Pt., Fl.
Kathleen Popielarczyk	Vc. President	2613 N.E. 28th Ct. Lighthouse Pt., Fl.
John Anders	Treasurer	2613 N.E. 28th Ct. Lighthouse, Pt., Fl.

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Walter Popielarczyk	2613 Northeast 28th Court Lighthouse Pt., Fl. 33064
Kathleen Popielarczyk	2613 Northeast 28th Court Lighthouse Pt., Fl. 33064

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators

subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Walter Popielarczyk	2613 N.E. 28th Ct. Lighthouse Pt., Fl.	450	\$450.00
Kathleen Popielarczyk	2613 N.E. 28 Ct. Lighthouse Pt., Fl.	450	\$450.00
John Anders	2513 N.E. 28 Ct. Lighthouse Pt., Fl.	100	\$100.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

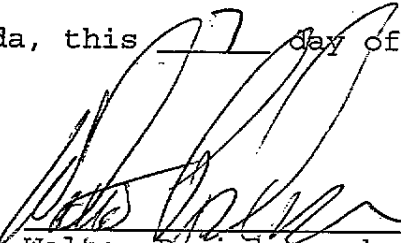

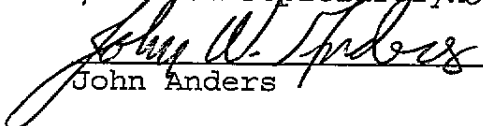
ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a

majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hand and seal at Broward County, Florida, this 7 day of January, 1998.



 (SEAL)
Walter Popielarczyk
 (SEAL)
Kathleen Popielarczyk
 (SEAL)
John Anders

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 7 day of January, 1998, by Walter Popielarczyk, who is personally known to me or has produced _____ as identification and who did (did not) take an oath; by Kathleen Popielarczyk, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath; by John Anders, who is personally known to me or who has produced CT Drivers License

as identification and who did (did not) take an oath; by

_____, who is personally known to me or who

has produced _____ as identification and

who did (did not) take an oath.

Notary for John Anders
January 8, 1998
Glastonbury, CT



Notary Public, State of Florida at Large

My Commission Expires: 11/12/01



ROSEMARY GUZZA
NOTARY PUBLIC

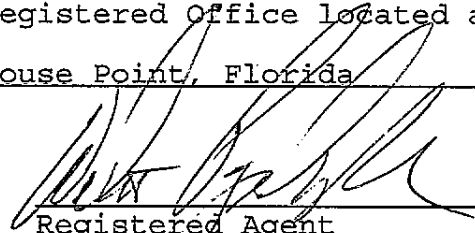
MY COMMISSION EXPIRES JULY 31, 1998

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of SHERICO, INC.,

and agree to serve as its Registered Agent, to accept service of
process within the State as its Registered Office located at:

2613 Northeast 28th Court, Lighthouse Point, Florida



Registered Agent
Walter Popielarczyk

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA