

P98000018356
JUSTIN-CRAIG LTD., INC.

February 1, 1998

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

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-02/20/98--01064--007
*****70.00 *****70.00

To Whom It May Concern;

Enclosed please find the original and two copies of the articles of incorporation for South Beach Bakehouse, Inc. along with a check in the amount of \$ 70.00 for the filing fees.

Please return the original and one copy to my office address, below.

3870 AMALFI DRIVE
HOLLYWOOD, FL 33021

Sincerely,

Barbara R. Lambert

Barbara R. Lambert
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 2:20

EFFECTIVE DATE
2-15-98

2-25-98
WJ

ARTICLES OF INCORPORATION
OF
SOUTH BEACH BAKEHOUSE, INC.

COPY
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DIVISION OF CORPORATIONS
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The undersigned incorporator, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation and its principal place of business is as follows:

SOUTH BEACH BAKEHOUSE, INC.
1140 Kane Concourse
Bay Harbour Island, FL 33154

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To transact any and all lawful business for which corporations may incorporate under the Florida General Corporation Act.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of such professional services.

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C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereto, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, or other laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

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ARTICLE IV - REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation shall be Mark Rabinowitz and the initial registered office of this corporation shall be 1140 Kane Concourse, Bay Harbour Island, Florida 33154.

ARTICLE V - ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of this corporation shall be 1140 Kane Concourse, Bay Harbour Island, Florida 33154.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall commence February 15, 1998 and shall exist perpetually unless dissolved according to law.

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be four.

B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Directors but shall never be less than one.

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C. The names and street addresses of the initial members of the Board of Directors to hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified are:

MARK RABINOWITZ
1140 KANE CONCOURSE
BAY HARBOUR ISLAND, FL 33154

MARCIA RABINOWITZ
1140 KANE CONCOURSE
BAY HARBOUR ISLAND, FL 33154

PHILIPPE BOUTEMY
5622 N. W. 189th STREET
MIAMI, FL 33055

CRISTIANE BOUTEMY
5622 N. W. 189th STREET
MIAMI, FL 33055

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

ARTICLE VIII - INCORPORATOR

The following are the names and addresses of the people signing these Articles of Incorporation:

MARK RABINOWITZ
1140 KANE CONCOURSE
BAY HARBOUR ISLAND, FL 33154

MARCIA RABINOWITZ
1140 KANE CONCOURSE
BAY HARBOUR ISLAND, FL 33154

PHILIPPE BOUTEMY
5622 N. W. 189th STREET
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CRISTIANE BOUTEMY
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ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal By-Laws for the management of this corporation shall be vested in the Board of Directors.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance hereof and not in limitation of the general powers conferred by the laws of the State of Florida and pursuant to the purposes and objectives herein above stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, which any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any and all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, provided however, that the capital of the corporation shall not be impaired thereby.

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C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) any other retirement or incentive compensation plan.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by a majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Prepared by:

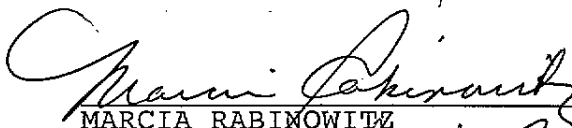
Barbara R. Lambert
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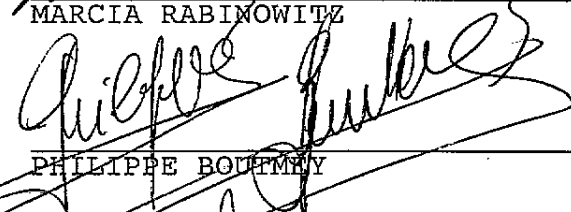
ARTICLE XII - INDEMNIFICATION

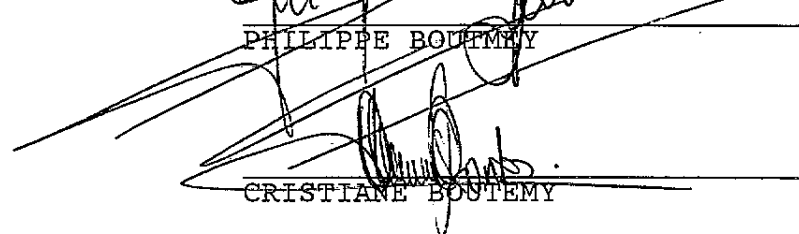
The corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals this 1st day of February, 1998.


MARK RABINOWITZ


MARCIA RABINOWITZ


PHILIPPE BOUFFEMY


CRISTIANE BOUFFEMY

Prepared by:

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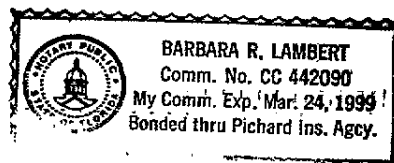
STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me by MARK RABINOWITZ and MARCIA RABINOWITZ ✓ who are personally known to me or who has produced as identification, and who did take an oath, on this 18th day of FEBRUARY, 1998.

Barbara R. Lambert
Notary Public, State of
Florida at Large

My Commission Expires:

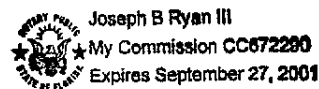
STATE OF FLORIDA)
)SS:
COUNTY OF)



The foregoing instrument was acknowledged before me by PHILLIPE BOUTEMY and CRISTIANE BOUTEMY, ✓ who is personally known to me or who has produced Florida Driver's License as identification, and who did take an oath, on this 16th day of February, 1998.

Joseph B. Ryan III
Notary Public, State of
Florida at Large

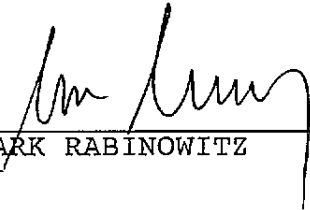
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Having been named Registered Agent to accept service of process for the above-named corporation, at place designated in this certificate, I hereby agree to act in that capacity and to comply with the provisions of Florida Statute 48.091.


MARK RABINOWITZ

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