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TRANSMITTAL LETTER

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

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-03/23/98-01100--009
*****78.75 *****78.75

SUBJECT: CUISINE PLUS, INC.
(Proposed corporate name - must include suffix)

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: GERARD A. POLLION
Name (Printed or typed)

3924 CLEVELAND STREET
Address

HOLLYWOOD, FL 33021
City, State & Zip

(954) 792-9974 EXT. 254
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 23 AM 8:50

FILED

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

B. BROCK MAR 25 1998

ARTICLE OF INCORPORATION OF CUISINE PLUS., INC

The Undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **CUISINE PLUS, INC**

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the State of Florida and the United States of America: except that it is not to conduct a banking, safe deposit trust, insurance, surety express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - SHARES OF STOCK

The maximum number of stock that this corporation is authorized to have outstanding at any one time is: One thousand (1,000) shares of common stock having par value of one dollar (\$1.00) each.

ARTICLE IV - DURATION

The corporation is to have perpetual existence, commencing upon the filing of these Articles with the Department of State.

ARTICLE V - REGISTERED OFFICE AND AGENTS

The address of the Corporation's initial principal office and the name of its initial registered agent at such address are as follows:

Gerard A. POLLION

3924 Cleveland Street,
HOLLYWOOD, FL 33021

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TALLAHASSEE, FLORIDA

ARTICLE VI - RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

Gerard A. POLLION

3924 Cleveland Street
HOLLYWOOD, FL 33021

ARTICLE VII - DIRECTORS

This Corporation shall have 2 (two) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VIII - INITIALS DIRECTORS

The name and street address of the Members of the First Board of Directors who shall hold office until his heir successors are elected and qualified, are:

Christiane Oliva

3924 Cleveland Street,
HOLLYWOOD, FL 33021

Gerard A. POLLION

3924 Cleveland Street
HOLLYWOOD, FL 33021

ARTICLE IX - INCORPORATOR(S)

The name(s) and Address(es) of the person(s) signing these Articles of Incorporation as INCORPORATOR(S) is:

Gerard A. POLLION

3924 Cleveland Street,
HOLLYWOOD, FL 33021

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - REGULATION OF THE BUSINESS

The following additional provisions are intended for the management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the powers of the corporation, and the shareholders:

A. If the BY-LAWS of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such a place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of Florida.

B. No contract or other transaction between the Corporation and one or more of its shareholders, or any other corporation, firm, association or entity in which one or more of its shareholders are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such shareholder or shareholders are present at the meeting which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if:

- The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without which counting the votes or consents of such interested shareholders;

or

- The fact of such relationship or interest is disclosed, or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

- The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the presence of a quorum at a meeting of the shareholders which authorizes, approves or ratifies such contract or transaction.

C. The stock in the corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

D. In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an affidavit setting forth the circumstances under which such certificate was lost, stolen or destroyed, and provided said shareholder agrees in writing to indemnify and hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise, and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be as a result of the issuance of such new certificate.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS, MAY BE
SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

FIRST -- That CUISINE PLUS., INC desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation at City of
HOLLYWOOD, County of Broward, State of Florida has named Gerard A. POLLION, whose
address is 3924 Cleveland Street, City of HOLLYWOOD, County of Broward, State of Florida,
as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at
place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply
with the provisions of said Act relative to keeping open said office.



Gerard A. POLLION
(Resident Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

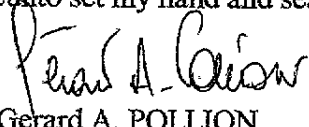
E. The corporation and the holders of a majority or more of the shares of the corporation shall have the power to enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the corporation or any part thereof. If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of any such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement provide that a copy of such agreement be filed in the principal office of the corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

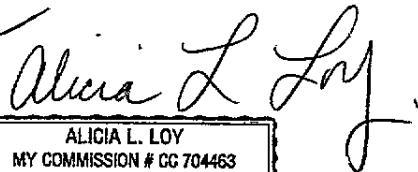
F. The corporation reserves the right to amend, alter, change or repeal any or all the provisions contained in these Articles of Incorporation, in the manner now or thereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XII - PRE-EMPTIVE RIGHT

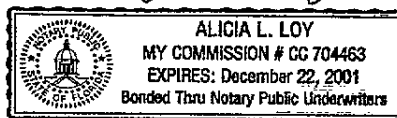
Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without insurances of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this ¹⁸ day of MARCH 1998.


Gerard A. POLLION



STATE OF FLORIDA)
COUNTY OF BROWARD)



BEFORE ME, the undersigned authority, personally appeared GERARD A. POLLION, well known to me to be the person who subscribed to these Articles of Incorporation, who, after being duly sworn, acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

SWORN TO and subscribed before me, this ¹⁸ day of March, nineteen ninety eight.

Notary Public, State of Florida