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LAW OFFICES OF  
**JEROME A. SIMONS, P.A.**

EMERALD VILLAGE PROFESSIONAL PLAZA  
3864 SHERIDAN STREET  
HOLLYWOOD, FLORIDA 33021  
TELEPHONE: (954) 963-2225  
FAX: (954) 963-2227

JEROME A. SIMONS

March 24, 1998

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 30 PM 1:50

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

100002472511--0  
-03/30/98-01103-011  
\*\*\*122.50 \*\*\*122.50

Re: ROSEY BABY OF FLORIDA, INC.

Gentlemen:

Enclosed please find the original and two copies of Articles of Incorporation for the above along with the Registered Agent Designation. I have enclosed my check in the amount of \$122.50 representing your fee as follows:

Filing Fee	\$35.00
Certified copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Please return one certified and one true copy to the undersigned. Thank you for your cooperation.

Yours truly,

JEROME A. SIMONS, P.A.

BY:

DAVID J. SIMONS

JAS:mmmp  
Enclosures

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APR 2 1998

D. BROWN APR - 2 1998

ARTICLES OF INCORPORATION  
OF  
ROSEY BABY OF FLORIDA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 30 PM 1:50

The undersigned hereby states for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporation for profit:

ARTICLE I.

The name of the corporation shall be:

ROSEY BABY OF FLORIDA, INC.

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, to wit:

A. To operate a bar, tavern, restaurant or other establishment serving food, drink and other related items to the general public.

B. To buy, sell, rent and lease real estate for the use of the corporation.

C. To buy, sell, rent and lease automobiles, vans, trailers, boats, trucks or other vehicles for the use of the corporation.

D. To buy, sell, rent, lease or operate any other items to the general public.

E. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Articles of

Incorporation shall, except where otherwise so specified, be nowise limited or restricted by reference to or interference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in the article, and in each of the article or paragraphs of these articles, shall be regarded as independent objects, purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of a life nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference, any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of these laws of the State of Florida, now or hereafter in effect or implied by any reasonable constrictions of said law.

### ARTICLE III.

#### COMMON STOCK

The maximum number of shares of the corporation shall be One Thousand (1,000) shares, each having a par value of One Dollar (\$1.00) per share; and to be fully paid in and non-assessable; all of which will be common stock; and One Thousand (1,000) shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the By-Laws of the Corporation as the Corporation may from time to time make, and all of said shares of stock subscribed to shall be paid for either in cash, property, labor or services, it being recognized that

property, labor or services rendered may be purchased or paid for with the common stock of the Corporation as a just valuation.

ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall begin business shall be not less than One Thousand (\$1,000.00) Dollars, including cash and equipment.

ARTICLE V.

This Corporation shall have a perpetual existence unless dissolved according to the law.

ARTICLE VI.

The principal place of business of the Corporation shall be 1933 N. University Drive, City of Coral Springs, County of Broward, State of Florida. Said Corporation shall have full power and authority to transact business and to establish offices and agencies in other places both within and without the State of Florida and in any foreign countries.

ARTICLE VII.

The business of the Corporation shall be conducted by a Board of Directors of not less than one nor more than five, to be increased at the discretion of the Board of Directors.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors of this Corporation, all subject to the provisions of this Certificate, the By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year or until their

successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
JEFFREY T. CRISSEY	4587 N. University Drive Lauderhill, FL 33351
CURTIS J. CRISSEY	P.O. Box 85 Starkville, MS 39759

ARTICLE IX.

The names and post office addresses of the Officers of the Corporation are as follows:

JEFFREY T. CRISSEY	President/	4587 N. University Drive Sec./Treas. Lauderhill, FL 33351
CURTIS J. CRISSEY	Vice Pres.	P.O. Box 85 Starkville, MS 39759

ARTICLE X.

NAMES AND ADDRESSES OF SUBSCRIBERS

	<u>Shares</u>	
JEFFREY T. CRISSEY	1,000	4587 N. University Drive Pembroke Pines, FL 33026

ARTICLE XI.

The Directors may exercise all powers held by the Corporation not inconsistent with law, and in particular they may:

(a) Determine upon what terms and conditions stock certificates which have been lost or destroyed may be replaced or reissued.

(b) Make By-Laws for the exercise of corporate powers, the management regulation and government of the Corporation's property and affairs, the transfer of its stock and the calling and holding of meetings of its stockholders.

(c) Appoint such officers and agents as the affairs of the

Corporation shall require, and allow for suitable compensation.

(d) Acquire by purchase, gift, or other lawful mode, shares of its own capital stock and the capital stock of other corporations.

(e) File a plan or any documents required by the Internal Revenue Code under Section 1244, pertaining to small business corporations or Sub-chapter S in the event the directors feel that it is in the Corporation's interest.

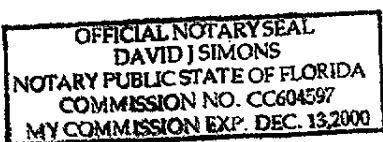
But this enumeration of powers shall not be held as in any manner curtailing the powers belonging to the directors by virtue of the Common and Statute Laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators, being the same persons named in Article X above, do hereby subscribe for the number of shares of the common stock of the corporation set opposite their name in Article X, and in evidence thereof and of their desire to form this corporation do hereunto subscribe their name this 19 day of March, 1998.

  
\_\_\_\_\_  
JEFFREY T. CRISSEY

STATE OF FLORIDA     )  
COUNTY OF BROWARD   )   SS

The foregoing instrument was acknowledged before me this 19th day of March, 1998, by JEFFREY T. CRISSEY who is personally known to me or who have produced \_\_\_\_\_ as identification and who did (did not) take an oath.



NOTARY PUBLIC  
(sign)   
(print) \_\_\_\_\_  
State of Florida  
My Commission Expires: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 30 PM 1:50

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST--THAT ROSEY BABY OF FLORIDA, INC.  
(NAME OF CORPORATION)

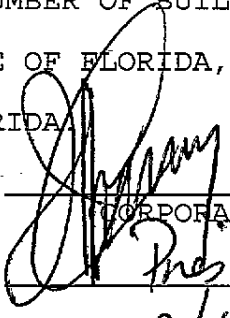
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF  
Coral Springs, Florida

HAS NAMED JEFFREY T. CRISSEY  
(NAME OF RESIDENT AGENT)

LOCATED AT 4587 N. University Drive  
(STREET ADDRESS AND NUMBER OF BUILDING)

CITY OF Lauderhill, STATE OF FLORIDA, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE:

  
(CORPORATE OFFICER)

TITLE:

President

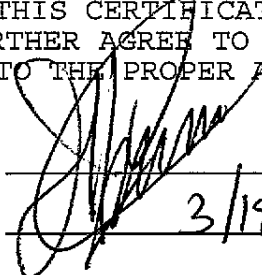
DATE:

3/15/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE:

DATE:

  
3/15/98