

P08000049479

Wendy Grimaldi
80455 Old Highway # 1
Islamorada, FL 33036

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Wendys Gift Shop, Inc.

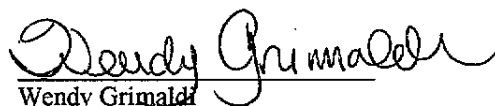
800002542828--7
-06/01/98--01123--006
****122.50 ****122.50

Dear Sir/Madam:

Relative to the above Florida Corporation, I enclose original Articles of Incorporation and Acceptance of Registered Agent. Please return one certified copy of the Articles to the above address.

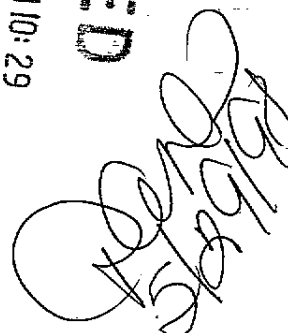
I also enclose a check in the amount of \$ 122.50 to cover all filing fees. Thank you.

Sincerely,


Wendy Grimaldi

Enclosures

FILED
98 JUN - 1 AM 10:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
WENDYS GIFT SHOP, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME AND ADDRESS. The name of this corporation shall be Wendys Gift Shop, Inc. , and its principal office address is: 80455 Old Highway # 1, Islamorada, Fl. 33070.

ARTICLE II. DURATION. This corporation is to exist perpetually.

ARTICLE III. PURPOSE. This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to issue two hundred (200) shares of common stock at \$ 1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 80455 Old Highway # 1, Islamorada, Florida, 33036, and the name of the initial Registered Agent at that address is Wendy Grimaldi.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director is:

Wendy Grimaldi
President/ Vice-President
Secretary/ Treasurer

830455 Old Highway # 1
Islamorada, FL 33036

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TALLAHASSEE FLORIDA

ARTICLE VII. INCORPORATOR. The name and address of the person signing these

Articles of Incorporation is:

Wendy Grimaldi

80455 Old Highway # 1
Islamorada, Fl 33036

ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital stock of this corporation

shall be issued initially to the following persons in the amounts set opposite their names:

Wendy Grimaldi

200 Shares

ARTICLE IX. AMENDMENTS. This corporation reserves the right to amend or repeal

any provision contained in these Articles of Incorporation, or any amendment thereto,

and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these

Articles of Incorporation this 30 day of May, 1998.


Wendy Grimaldi

STATE OF FLORIDA

COUNTY OF MONROE

Before me, the undersigned authority, personally appeared Wendy Grimaldi, who acknowledged before me that she executed these Articles of Incorporation for the reasons and purposes therein stated and that they are true and correct.

SUBSCRIBED AND SWORN TO THIS 28 DAY OF MAY, 1998.


Notary Public

My Commission Expires:



SUE ANN TAYLOR
My Commission CC521943
Expires Jan. 02, 2000

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of Wendys Gift Shop, Inc., as designated in these Articles, I hereby accept and agree to act in this capacity and to comply with the provisions of said Act relative to keeping said office open.

DATED this 30 day of May, 1998.


Wendy Grimaldi

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TALLAHASSEE FLORIDA