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CERTIFIED FAMILY MEDIATOR

October 12, 1998

Sent via UPS Next Day Air

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-10/14/98--01050--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32301

Re: Regal Remnants, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75.

Once these documents are filed, please provide me with a certified copy.

If you have any questions, please do not hesitate to contact me.

Sincerely,



ALAN EICHENBAUM

AE:lde  
Enclosures

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DIVISION OF CORPORATIONS  
98 OCT 14 AM 7:56

B. BROCK OCT 15 1998

Prepared by:  
Alan Eichenbaum, Esquire  
6565 Taft Street, Suite 200  
Hollywood, Florida 33024  
(954) 981-1222

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## ARTICLES OF INCORPORATION

-of-

### REGAL REMNANTS, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation, and to that end I do by these Articles set forth:

#### ARTICLE I

##### NAME

The name of the corporation shall be: REGAL REMNANTS, INC.

#### ARTICLE II

##### DURATION

The duration of the corporation shall be perpetual unless dissolved according to law.

#### ARTICLE III

##### PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any and all lawful business for which corporation may be incorporated under the laws of the State of Florida, including but not limited to the following:

(a) The purposes specified herein shall be construed both as powers and purposes and shall in no ways be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers and shall not be construed to limit or restrict in any manner the meaning of the general terms of, or the general powers of, the corporation under the laws of the State

of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(b) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business.

#### **ARTICLE IV**

##### **SHARES**

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time is: five hundred (500) shares of Common Stock, which shall have a par value of One Dollar (\$1.00) per share.

#### **ARTICLE V**

##### **PRINCIPAL OFFICE**

The street address of the principal office of the corporation in the State of Florida is: 2120 N.W. 22nd Street, Pompano Beach, Florida 33069, the name of the corporation's initial Registered Agent is: VINCENT MARTINELLI, 2120 N.W. 22nd Street, Pompano Beach, Florida 33069.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

#### **ARTICLE VI**

##### **DIRECTORS**

The number of directors of this corporation shall not be less than one (1). The number of directors may be increased, from time to time, through the process provided in the corporation's By-Laws.

The name and address of the initial Board of Directors of this corporation is:

SCOTT GOLDBACH  
833 N.W. 99th Avenue  
Plantation, FL 33324

VINCENT MARTINELLI  
5281 S.W. 123rd Avenue  
Cooper City, FL 33330

## **ARTICLE VII**

### **INCORPORATOR**

The name and address of the incorporator of this corporation is:

SCOTT GOLDBACH  
833 N.W. 99th Avenue  
Plantation, Florida 33324

## **ARTICLE VIII**

### **ADDITIONAL POWERS**

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws of the corporation and to set apart, out of any funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve or reserves as may be deemed appropriate.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due the members for any indebtedness by such members to the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal, or mixed; labor and services (whether such services are performed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for share of its capital stock in lieu of cash, at a just valuation to be fixed by the Board of Directors.

(d) The share of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Share of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, later, change or repeal any provision contained in these Articles of

Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserve.

#### ARTICLE IX

#### DIRECTOR ACTION

The directors of this corporation may take action by written consent as provided by law.

#### ARTICLE X

#### INDEMNITY

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

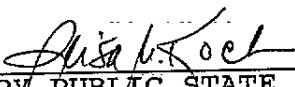
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Broward County, Florida, this 9th day of October, 1998

  
SCOTT GOLDBACH

COUNTY OF BROWARD  
STATE OF FLORIDA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take oaths and acknowledgments under the law of the State of Florida, SCOTT GOLDBACH to me personally known/who produced Driver's License as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purposes herein expressed.

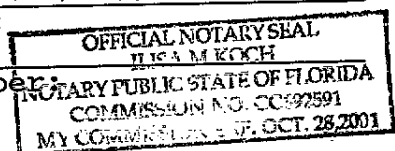
WITNESS my hand and official seal at Broward County, Florida, this 9th day of October, 1998.

  
NOTARY PUBLIC STATE OF FLORIDA  
Lisa M. Koch

Print Name:

Serial Number:

My Commission Expires:



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

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

First, REGAL REMNANTS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Cooper City, County of Broward, State of Florida, has named VINCENT MARTINELLI, located at 2120 N.W. 22nd Street, Pompano Beach, FL, County of Broward, State of Florida, 33069, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT**

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



VINCENT MARTINELLI  
as Registered Agent

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