

P98000088534

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

South Beach Catering
Inc.

600002665216--8

-10/16/98--01004--028

*****78.75 *****78.75

EFFECTIVE DATE
10-14-98

File First

☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 16 AM 11:12

RECEIVED
98 OCT 16 AM 9:48

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

R. Parintu OCT 16 1998

ARTICLES OF INCORPORATION
OF
SOUTH BEACH CATERING, INC.

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98 OCT 16 AM 11:12

ARTICLE I - NAME

The name of this corporation is South Beach Catering, Inc.

ARTICLE II - DURATION

EFFECTIVE DATE
10-14-98

This corporation shall have a perpetual existence commencing upon the execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the business of food service both restaurant and other food services, and to engage in any legal and lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock. The number of shares to be issued to the initial subscribers and the consideration to be furnished for those shares are as follows:

<u>SUBSCRIBER</u>	<u>NUMBER OF SHARES</u>	<u>CONTRIBUTION</u>
Demos Jones	50	Not less than \$50
Kristin Jones	50	Not less than \$50

Except as otherwise required by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares of stock of this corporation.

ARTICLE V - PRINCIPAL ADDRESS. INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the corporation is , 3830 Highway A1A, Melbourne Beach, Florida 32951. The street address of the initial registered office of this corporation is 3830 Highway A1A, Melbourne Beach, FL 32951, and the name of the initial registered agent of this corporation at that address is Demos Jones.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Demos Jones
245 Landings Rd.
Melbourne Beach, FL 32951

Kristin Jones
245 Landings Rd.
Melbourne Beach, FL 32951

ARTICLE VII - INCORPORATION

The names and addresses of the persons signing these Articles and initially subscribing to the capital stock are:

Demos Jones
245 Landings Rd.
Melbourne Beach, FL 32951

Kristin Jones
245 Landings Rd.
Melbourne Beach, FL 32951

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the holders of common stock of this corporation.

ARTICLE IX - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval by a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - DIRECTORS COMPENSATION

The shareholders of the common stock of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XI - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or person, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this corporation is a party or are parties to, or interested in, such contract, act or association or corporation and each and every person who may become a Director or Officer of the corporation is hereby relieved from any liability that might

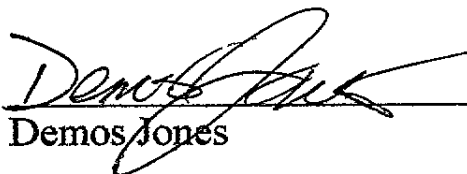
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENCY UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

South Beach Catering, Inc. desiring to organize under the laws of the State of Florida, with its principle office as indicated by the Articles of Incorporation in the City of Melbourne Beach, County of Brevard, and State of Florida, has named Demos Jones, 3830 Highway A1A, Melbourne Beach, FL 32951, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated 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.


Demos Jones

otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anyways interested.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash, property or services of any new, authorized or treasury stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this _____ day of October, 1998.


Demos Jones, Incorporator


Kristin Jones, Incorporator

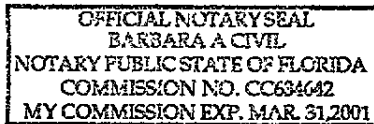
STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Demos Jones and Kristin Jones, known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of October, 1998.

Barbara A. Civil
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



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98 OCT 16 AM 11:12