

P98000094405

TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

800002681588--8  
-11/05/98-01093-001  
\*\*\*\*122.50 \*\*\*\*\*78.75

The Yellow Submarine Cafe, Inc.

SUBJECT: ~~XXXXXXXXXXXXXXXXXXXX~~  
(PROPOSED CORPORATE NAME)

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND OUR CHECK FOR \$ 122.50.

FROM:

Leonard R. D. Bitetto  
NAME (PRINTED OR TYPED)

18176 Winding Oaks Blvd.  
ADDRESS

Hudson FL 34667  
CITY, STATE, & ZIP

(222) 869-9303 (Home)  
TELEPHONE NUMBER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -5 PM 2:10

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

11-6  
WS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -5 PM 2:10

ARTICLE I - NAME  
THE NAME OF THE CORPORATION SHALL BE:

~~BREKID CO., INC.~~

The Yellow SUBMARINE CAFE, INC.

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGMENT OF THESE ARTICLES.

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

12578 SPRING HILL DRIVE  
SPRING HILL FL. 34609.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT  
THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF -THIS CORPORATION SHALL BE:

12578 SPRING HILL DRIVE  
SPRING HILL, FL. 34609

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

Leonard R. DiBittetto

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

Leonard R. DiBittetto  
18176 Winding Oaks Blvd.  
Hudson, FL. 34667

ARTICLE VIII - INCORPORATORS  
THE NAME AND ADDRESSES OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES ARE AS FOLLOWS:

Leonard R. DiBittetto } 18176 Winding Oaks Blvd  
Margaret DiBittetto } Hudson, FL. 34667

ARTICLE IX - BYLAWS

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNT SET OPPOSITE THEIR NAMES:

Leonard R. DiBittetto — 100

Margaret DiBittetto — 100

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

ARTICLE XI - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO, AND ANY RIGHTS CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XII - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

IN WITNESS WHEREOF, I HAVE HERETO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION, ON THIS  
10 DAY OF OCT , 1998.

Leonard R. D. Bitello

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: ~~THE YELLOW SUBMARINE CAFE INC.~~

The Yellow Submarine Cafe' inc.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

LEONARD R. DIBITTO  
(NAME)

12578 SPRING HILL DRIVE  
(P.O. BOX NOT ACCEPTABLE)

SPRING HILL FL 34609  
(CITY/STATE/ZIP)

98 NOV -5 PM 2:10

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Leonard R. D. Bitto

DATE 10-30-98