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Florida Department of State

Division of Corporations

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To:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

WINGS OF CHARM, INC.

Dmc
1-21-99

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**ARTICLES OF INCORPORATION
OF
WINGS OF CHARM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as Incorporator of the above named Corporation, a Corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as Incorporators, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be:

WINGS OF CHARM, INC.

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:
 - To have perpetual succession by its corporate name;
 - To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
 - To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
 - To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

This Instrument Prepared By:
Richard D. Tobin, P.A.
200 Southeast 18th Court
Fort Lauderdale, Florida 33316
(954) 763-7379
FL Bar No.: 796239

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To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, to issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge all or any of its property, franchises, and income;

To lend money for its corporate purposes, to invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

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ARTICLE IV

The aggregate number of shares which this Corporation shall have authority to issue is the total sum of (100) shares, having an individual par value of (\$1.00) unless otherwise stated in these Articles, or in an amendment to these Articles, there shall be only one (1) class of stock of this Corporation.

ARTICLE V

The street address of the initial registered office and the name of the Initial Registered Agent of this Corporation shall be:

Richard D. Tobin, Esquire
200 Southeast 18th Court
Fort Lauderdale, Florida 33316

ARTICLE VI

The initial Board of Directors shall consist of a total of one (1) person and the name and address of the person who is to serve as initial director is:

Richard Metawi, President and Treasurer
1000 SE 11th Ct.
Fort Lauderdale, Florida 33316

ARTICLE VII

The name and address of the Incorporator executing these Articles of Incorporation is:

Richard Metawi
1000 SE 11th Ct.
Fort Lauderdale, Florida 33316

ARTICLE VIII

The principal place of the business corporation is:

1000 SE 11th Ct.
Fort Lauderdale, FL 33316

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of JAN, 1999.

R. Metawi
Richard Metawi

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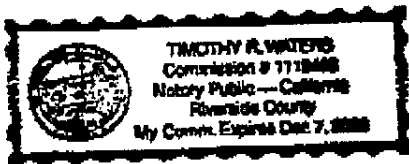
STATE OF CALIFORNIA)
)SS
COUNTY OF RIVERSIDE)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **RICHARD METAWI** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 20th day of JANUARY, 1999.

Timothy R. Waters
Notary Public
State of ~~Florida~~ California

My Commission Expires: 12-7-00



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CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of CALIFORNIA

County of RIVERSIDE

On 1-20-89

Date

before me, TIMOTHY R. LUTHERS

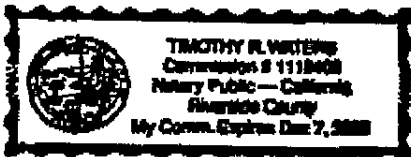
Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared RICHARD METAWI

Name(s) of Signer(s)

☒ Personally known to me
☒ Proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Timothy R. Luthe
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and attachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____

Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer is Representing: _____

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Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer is Representing: _____

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EMPIRE CORP

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Richard D. Tobin, Esquire

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance
with said Act:

First that **WINGS OF CHARM, INC.**, desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation at 1000 SE 11th Ct., Ft.
Lauderdale, Lauderdale, Florida 33316, has named **Richard D. Tobin, Esquire**, located at 200
Southeast 18th Court, Fort Lauderdale, Florida 33316, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: 

Richard D. Tobin, Esquire
Registered Agent

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TALLAHASSEE, FLORIDA