

P99000022818



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 165531 81246A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 11, 1999

ORDER TIME : 1:47 PM

ORDER NO. : 165531-005

CUSTOMER NO: 81246A

CUSTOMER: Elaine M. Gatsos, Esq  
ELAINE M. GATSOS, ESQ  
ELAINE M. GATSOS, ESQ  
Suite 210  
1499 W. Palmetto Park Road  
Boca Raton, FL 33486

600002802906--8

-03/11/99--01081--021

\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: BOCA KITCHENS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

RECEIVED  
99 MAR 11 PM 2:18  
DIVISION OF CORPORATION

FILED  
99 MAR 11 PM 3:57  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

g 3/11/99

ARTICLES OF INCORPORATION

OF

BOCA KITCHENS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 11 PM 3:57

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

BOCA KITCHENS, INC.

and its initial post office address and its principal office for the conduct of business is:

7400 No. Federal Highway  
Boca Raton, Florida 33487

ARTICLE II

The purpose of the Corporation shall be all lawful purposes under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is 500 shares of common stock at \$1.00 par value. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Vice President, Treasurer and Secretary and any other officer as the Board of Directors may deem expedient.

#### ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Law but shall never be less than one. The name and address of the initial director of this corporation is:

Jason Rothberg  
7400 No. Federal Highway  
Boca Raton, FL 33487

#### ARTICLE VII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every

person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

#### ARTICLE VIII

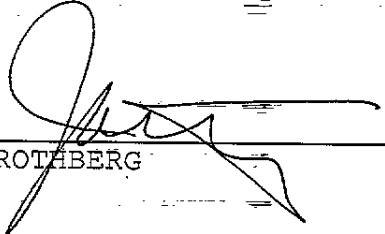
The street address of the initial registered office of this corporation is 1499 West Palmetto Park Road, Suite 210, Boca Raton, Florida 33486, and the name of the initial registered agent of this corporation is:

Elaine M. Gatsos, Esquire

#### ARTICLE IX

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10<sup>th</sup> day of March 1999.

  
\_\_\_\_\_  
JASON ROTHBERG

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, JASON

ROTHBERG, 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 affixed my official seal, in the State and County aforesaid this 10<sup>th</sup> day of March, 1999.

  
Notary Public

My Commission No.:

My Commission Expires:



Pamela Ann Voss  
MY COMMISSION # CC702880 EXPIRES  
January 28, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

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


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 11 PM 3:57

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

That Corporation, desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at address appoints agent as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 provision of said Act relating to keeping open said office.



ELAINE M. GATSOS, ESQUIRE,  
Registered Agent