

LAW OFFICES OF  
**CHIUMENTO, BRAUNSTEIN & EMERY, P.A.**

Michael D. Chiumento  
Richard Braunstein  
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4 Old Kings Road North  
Suite B  
Palm Coast, Florida 32137  
(904) 445-8900  
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April 9, 1999

Via Federal Express

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

Re: **Silver Palate, Inc.**  
Our Account No: 96-166

Dear Sir/Madam:

100002837241--4  
-04/12/99--01151--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning Silver Palate, Inc., together with our firm's check in the amount of \$78.75 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

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

Sincerely,

*Kristine M. Wolfe*

Kristine M. Wolfe  
Secretary to Jerome Rotenberg

Encl.

FILED  
99 APR 20 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*26*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 14, 1999

KRISTINE M. WOLFE  
CHIUMENTO, BRAUSTEIN & EMERY, P.A.  
4 OLD KINGS ROAD NORTH, SUITE B  
PALM COAST, FL 32137

SUBJECT: THE SILVER PALATE INC.  
Ref. Number: W99000008838

*you filed \$*  
← We have received your document for THE SILVER PALATE INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

PRINCIPAL ADDRESS MUST BE CONSISTANT THROUGHOUT DOCUMENT.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 399A00018903

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99 APR 20 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

of

THE SILVER PALATE, INC.

The undersigned incorporator of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

THE SILVER PALATE, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to own, operate manage restaurants, food service, and catering businesses, and, and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences

of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

### ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 341 East Eureka Court, Hernando, Florida 34442. The initial mailing address of this corporation is 341 East Eureka Court, Hernando, Florida 34442. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

### ARTICLE VI. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

### ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Marco B. Macaaisa - President/Treasurer	343 Wildberry Lane Bartlett, IL 60103
Marlo B. Macaaisa - Vice President/Secretary	343 Wildberry Lane Bartlett, IL 60103

ARTICLE VIII. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Jerome Rotenberg	4 Old Kings Road North, Suite B Palm Coast, FL 32137

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. REGISTERED AGENT AND OFFICE

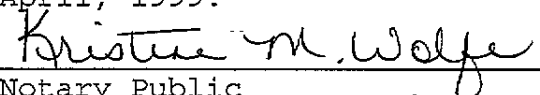
The registered agent and office for this corporation shall be Jerome Rotenberg, Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida, 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.

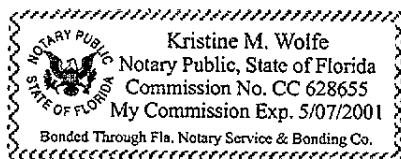
  
JEROME ROTENBERG, ESQUIRE

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Jerome Rotenberg, Esquire, to me personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation. Declarant produced Fla. Drivers License as identification and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 9<sup>th</sup> day of April, 1999.

  
Notary Public  
My commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT SILVER PALATE, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT 341 EAST EUREKA COURT, HERNANDO, FLORIDA  
34442, HAS NAMED JEROME ROTENBERG, ESQUIRE, 4 OLD KINGS ROAD NORTH,  
SUITE B, PALM COAST, FLORIDA 32137 AS ITS REGISTERED AGENT AND  
OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
JEROME ROTENBERG, ESQUIRE  
DATE: April 9, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
JEROME ROTENBERG, ESQUIRE  
REGISTERED AGENT

DATE: April 9, 1999

99 APR 20 AM 9:26  
FBI  
TALLAHASSEE FLORIDA