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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

R.M.D. RESTAURANT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUL 13 1999

ARTICLES OF INCORPORATION
OF
R.M.D. RESTAURANT CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, acting as Incorporator of a corporation under the Florida Business corporation act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of the corporation shall be R.M.D. RESTAURANT CORP.

ARTICLE II.

PRINCIPAL OFFICE/MAILING ADDRESS

The mailing address of the corporation is 1903 E. Atlantic Boulevard, Pompano Beach, Florida 33062. The street address of the principal office of this corporation shall be 1903 E. Atlantic Boulevard, Pompano Beach, Florida 33062.

ARTICLE III.

CAPITAL STOCK

The aggregate number of shares that the Corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE IV.

REGISTERED AGENT

The corporation has designated as its Registered Agent, ALAN L. GABRIEL, ESQ. The street address of the initial registered office of the corporation shall be 2455 East Sunrise Boulevard, Penthouse East, Fort Lauderdale, Florida 33304.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the

number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII.

SPECIAL PROVISION

It is the intent of the incorporator that this corporation will qualify as an S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII.

OFFICERS AND DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided

in, the corporation's articles of incorporation or the by-laws, but shall never be less than one. The name and street address of the initial member(s) of the Board of Directors and officers of the corporation are:

DIRECTOR, PRESIDENT AND TREASURER:

ROBERT M. DISPENZA
1903 E. Atlantic Boulevard, Pompano Beach, Florida 33062

VICE PRESIDENT:

MARVIN BARON
1903 E. Atlantic Boulevard, Pompano Beach, Florida 33062

SECRETARY:

DAVID S. HABERMAN
1903 E. Atlantic Boulevard, Pompano Beach, Florida 33062

ARTICLE IX.

INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is:

ROBERT M. DISPENZA
1903 E. Atlantic Boulevard, Pompano Beach, Florida 33062

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of July, 1999.

Witnesses:

Sign [Signature]
Print JOHN SHAMLES

Sign [Signature]
ROBERT M. DISPENZA

Sign [Signature]
Print KATHLEEN G. CLARK

ACCEPTANCE OF REGISTERED AGENT

I, ALAN L. GABRIEL, ESQ., being a resident of the State of Florida and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

EXECUTED this 12th day of July, 1999.



ALAN L. GABRIEL

ARTICLES.INC
40901art.inc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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