

ROBERT C. CLARK
ATTORNEY AT LAW
1936 14TH AVENUE
VERO BEACH, FLORIDA 32960

PHONE: (561) 569-4555
FAX: (561) 569-4555

P99000101866

November 16, 1999

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300003048673--9
-11/18/99--01061--012
*****70.00 *****70.00

Dear Sirs:

Enclosed please find for filing an original and one (1) copy of the Articles of Incorporation for MUSTANG ENTERPRISES OF VERO BEACH, INC. I have also included my check for \$70.00 to cover all appropriate fees and charges and a stamped self-addressed envelope for returning a copy to me filed stamped.

Thank you for your assistance in this matter.

Yours truly,

Robert C. Clark
Robert C. Clark, Esquire

RCC:clm
Enclosures

FILED
99 NOV 18 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH NOV 22 1999

ARTICLES OF INCORPORATION
FOR
MUSTANG ENTERPRISES OF VERO BEACH, INC.

ARTICLE I

The name of this corporation shall be MUSTANG ENTERPRISES OF VERO BEACH, INC. hereinafter referred to as the "Corporation".

ARTICLE II

The general nature of the business and objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, vis:

(a) To engage in the restaurant business with the emphasis on Italian food. To buy, prepare, cook, sell and otherwise dispense food items, to purchase at wholesale and retail food and other basic ingredients as well as kitchen and restaurant personalty and to purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with real property, goods, wares, merchandise of every class, kind and description, necessary to the accomplishment of the above-stated business objectives, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, mutual fire insurance association cooperative, state fair or exposition.

(b) To have one or more offices, ~~conduct its business~~ and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restriction as to place or amount.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof,

FILED
99 NOV 18 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

necessary or incidental to the protection and benefit of the Corporation, as principle, agent, trustee, or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or object of the corporation, whether or not such business is similar in nature to the purposes and objects sets forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

This Corporation shall be entitled to all rights, powers and provisions of the laws of the State of Florida affecting corporations as such laws may now exist or as such laws may hereinafter be enacted.

ARTICLE III CAPITAL STOCK

The capital stock of this Corporation shall consist of one thousand (1,000) shares of common stock, having par value of One Dollar (\$1.00) each.

The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Stockholders. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Stockholders.

Additional shares of stock without par value may be authorized from time to time by the Corporation, and said shares of stock may be issued for such consideration as shall be set by the Stockholders.

ARTICLE IV AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the Corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE AND RESIDENT AGENT

The principal place of business of said corporation is to be located at 273 SW Holden Terrace, Port Saint Lucie, Florida, 34984 with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

ROBERT C. CLARK is hereby designated as Resident Agent of this Corporation, whose address is 1936 14th Avenue, Vero Beach, Florida, 32960.

ARTICLE VII

NAME AND POST OFFICE ADDRESS OF THE SUBSCRIBERS

JASON SCHNEIDER	273 SW Holden Terrace Port St. Lucie, FL 34984
-----------------	---

MICHAEL MAROTTA	273 SW Holden Terrace Port St. Lucie, FL 34984
-----------------	---

ARTICLE VIII

NUMBER OF DIRECTORS

The number of the Corporation's directors shall be two (2) but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE IX

NAME AND POST OFFICE ADDRESS OF DIRECTORS

The names and post office addresses of the first Board of Directors and Officers of the Corporation, who, subject to the provisions of these Articles of Incorporation and the By-Laws and

General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JASON SCHNEIDER	President/ Treasurer	273 SW Holden Terrace Port St. Lucie, FL 34984
MICHAEL MAROTTA	Vice President/ Secretary	273 SW Holden Terrace Port St. Lucie, FL 34984

ARTICLE X

The By-Laws may prescribe the number of Directors necessary to constitute a quorum of the Board of Directors, which number may not be less than the majority of the whole Board of Directors. In case of vacancy in the Board of Directors, through death, resignation, disqualification or other causes, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of the majority of Directors then in office.

The Corporation may, at any meeting of the Board of Directors, sell, lease or exchange all of its property and assets, including its good will, and its corporate franchise or any property or assets essential to its corporate business, upon such terms and conditions either by cash, for the securities of any other corporation or corporations or for such consideration as its Board of Directors may deem expedient and for the best interest of the Corporation when and as authorized by the affirmative vote of the holders of record of the majority of the stock of each class issued and outstanding, given at a stockholders meeting duly called for that purposes, or when authorized by the written consent of the holders of record of a majority of the stock of each class issued and outstanding.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Vero Beach, Indian

River County, Florida, for the uses and purposes aforesaid on this
8th day of November, 1999.

Jason Schneider
JASON SCHNEIDER

Michael Marotta
MICHAEL MAROTTA

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

JASON SCHNEIDER and MICHAEL MAROTTA

PERSONALLY APPEARED before me, the undersigned authority,
who is to me well known and known to me by the persons described
in and who executed the foregoing Articles of Incorporation, and
each of them acknowledged before me, according to law, that they
made and subscribed the same for the uses and purposes therein
mentioned and set forth.

Witness my hand and official seal at Vero Beach, Indian
River County, Florida this 8th day of November, 1999.

Robert C. Clark
Notary Public - ROBERT C. CLARK



Robert C. Clark
MY COMMISSION # CC876297 EXPIRES
October 17, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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 MUSTANG ENTERPRISES OF VERO BEACH, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF VERO BEACH, STATE OF FLORIDA HAS NAMED ROBERT C. CLARK LOCATED AT 1936 14TH AVENUE, VERO BEACH, FLORIDA, 32960 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

James Smith

TITLE

President

DATE

Nov. 8, 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.

SIGNATURE

Robert C. Clark

DATE

Nov. 8, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 18 AM 9:23

FILED