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November 30, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: ALBERT and JEANNETTE BALZANTI
Moe Winer's Sandwich Shops, Inc. – New Corporation
OUR FILE NO.: 99-158JM

300003061083--3

-12/06/99--01015--009

*****78.75 *****78.75

Dear Gentlemen:

Enclosed herein please find certificate of incorporation for Moe Winer's Sandwich Shops, Inc., together with our trust account check in the amount of \$78.75 to cover the filing fee. Please furnish the undersigned with a certified copy of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.

JOHN J. MURPHY III, ESQ.

JJM/sca

Enclosures

FILED
99 DEC -3 AM 10:40
TALLAHASSEE, FLORIDA

T. Burch DEC 7 1999

**ARTICLES OF INCORPORATION
MOE WINER'S SANDWICH SHOPS, INC.**

FILED
99 DEC -3 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Moe Winer's Sandwich Shops, Inc.

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 417 South 21 Avenue, Hollywood, Florida 33020.

**ARTICLE THREE
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts,

syrops, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the proceeding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have no par value.

ARTICLE SIX REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 417 South 21 Avenue, Hollywood, Florida 33020, and the name of its initial registered agent at such address, is Albert C. Balzanti.

ARTICLE SEVEN DIRECTORS

The number of directors constituting the corporation's initial board of directors is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Jeannette. Balzanti	417 South 21 Avenue, Hollywood, Florida 33020
Albert C. Balzanti	417 South 21 Avenue, Hollywood, Florida 33020

ARTICLE EIGHT INCORPORATORS

The name and address of each incorporator is:

Jeannette. Balzanti	417 South 21 Avenue, Hollywood, Florida 33020
Albert C. Balzanti	417 South 21 Avenue, Hollywood, Florida 33020

**ARTICLE NINE
NAMES AND ADDRESSES OF SUBSCRIBERS**

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

Jeannette. Balzanti	417 South 21 Avenue Hollywood, Florida 33020	90 Shares
Albert C. Balzanti	417 South 21 Avenue Hollywood, Florida 33020	10 Shares

Executed by the undersigned on the 30th day of November, 1999.

WITNESSES:

Ashley Wright
Printed Name ASHLEY WRIGHT
John S. Lipka
Printed Name JOHN S. LIPKA

Albert C. Balzanti
Albert C. Balzanti
Jeannette Balzanti
Jeannette Balzanti

State of Florida
County of Broward

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me Jeannette Balzanti, who is personally known to me or produced _____ as identification.



BONNIE LIBBY
COMMISSION # GC833953
EXPIRES MAR 27, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

State of Florida
County of Broward

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me Albert C. Balzanti, who is personally known to me or produced _____ as identification.



BONNIE LIBBY
COMMISSION # GC833953
EXPIRES MAR 27, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is Moe Winer's Sandwich Shops, Inc.
2. The name and address of the registered agent and office is Albert C. Balzanti, 417 South 21 Avenue, Hollywood, Florida 33020-3634.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Albert C. Balzanti

FILED
99 DEC -3 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA