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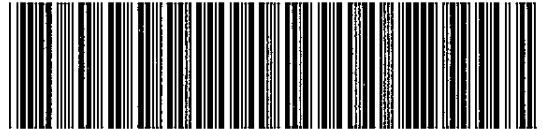
(Business Entity Name)

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STATE  
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js  
1-28

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Niro's Gyros, Inc.

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

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Signature \_\_\_\_\_

Requested by:

SP \_\_\_\_\_ 1/27/05 9:30  
Name Date Time

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**ARTICLES OF INCORPORATION  
OF**

**Niro's Gyros, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is **Niro's Gyros, Inc.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business is and mailing address of the corporation is **5600 66<sup>th</sup> St. N, St. Petersburg, FL 33709.**

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of (\$1.00) per share.

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CLERK OF DISTRICT COURT  
ST. PETERSBURG, FLORIDA

#### **ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is **Robert L. Shear, Esquire, 2650 McCormick Drive, Suite 130, Clearwater, FL 33759.**

#### **ARTICLE V: INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is Your Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

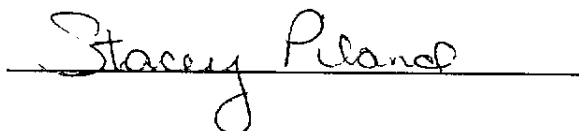
#### **ARTICLE VI: OFFICERS AND DIRECTORS**

The name and address of the initial Board of directors is **President/ Secretary/ Treasurer/ Director: Jamal H. Nasir, 5600 66<sup>th</sup> St. N, St. Petersburg, FL 33709.**

#### **ARTICLE VII: INDEMNIFICATION**

The Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

The undersigned has executed these Articles of Incorporation this 27<sup>th</sup> day of January 2005. Your Capital Connection, Inc., by Stacey Piland, Client Representative

  
\_\_\_\_\_

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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:
2. The name and street address of the registered agent and office is:

ROBERT L. SHEAR, Esquire  
2650 McCormick Drive  
Suite 130  
Clearwater, Florida 33759

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TALLAHASSEE, FLORIDA  
STATE SECRETARY OF TREASURY

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.



Robert L. Shear, Esquire