

99500006859

Law Office  
**JOHN F. COLOWICH**  
Suite 4  
505 Beachland Boulevard  
Vero Beach, Florida 32963

FILED  
95 SEP - 1 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

John F. Colowich\*  
Angela D. Sutherland  
\*ALSO ADMITTED IN LOUISIANA

August 18, 1995

Telephone: (407) 234-1713  
Facsimile: (407) 234-3395

Division of Corporations  
Secretary of State  
409 East Gains Street  
Tallahassee, FL 32314

Re: Filing of Articles of Incorporation of Bella Mia, Inc. and  
Designation of Registered Agent

100001565321  
-08/21/95--01038--014  
\*\*\*122.50 \*\*\*122.50

Dear Sir or Madam:

Enclosed for filing is an original and one (1) copy of the Articles of Incorporation of Bella Mia, Inc. Also, included for filing is a Certificate of Designation of Registered Agent filed on behalf of John F. Colowich.

Included is a check in the amount of \$122.50 in payment of the associated filing fees.  
This amount includes:

- \$35.00 Filing Fee
- \$35.00 Designation of Registered Agent
- \$52.50 Certified Copy.

This letter has been submitted by:

John F. Colowich  
Suite 4  
505 Beachland Boulevard  
Vero Beach, Florida  
(407) 234- 1713

*095-16979*

*0603/5*

*(TB)*

Thank you for your co-operation in this matter.

Very truly yours,

*[Signature]*  
John F. Colowich

*006078*  
*006011*  
*006015*  
*006071*

JFC/acd  
Enclosures

cc: Jamie Graves Perkins  
Loretta Anne Yeni

*Jamie  
Graves  
Perkins  
cc: Beautiful  
me.*

*on 9/5/95*

*095A-41223*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 23, 1995

JOHN F. COLOWICH  
505 BEACHLAND BLVD. STE 4  
VERO BEACH, FL

SUBJECT: BELLA MIA, INC.  
Ref. Number: W95000016979

We have received your document for BELLA MIA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 795A00039335

**ARTICLES OF INCORPORATION  
OF  
BELLA MIA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned Incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, (Chapter 607, F.S.) hereby adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation (which hereinafter is called the "Corporation") shall be Bella Mia, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

Principal Place of Business: 515 Live Oak Road  
Vero Beach, Florida 32963

Mailing Address: Post Office Box 2846  
Vero Beach, Florida 32960

**ARTICLE III. SHARES**

The aggregate number of shares which the Corporation is authorized to have outstanding at any one time is:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Voting Common	1000	None

**ARTICLE IV. INITIAL REGISTERED AGENT**

The name and address of the initial registered agent is:

John F. Colowich  
Suite 4  
505 Beachland Boulevard  
Vero Beach, Florida 32963

**ARTICLE V. INCORPORATORS**

The name and address of the incorporators are:

Loretta Anne Yeni  
P. O. Box 3754  
Vero Beach, Florida 32964

Jamie Graves Perkins  
515 Live Oak Road  
Vero Beach, Florida 32963

**ARTICLE VI. PURPOSES**

The purposes for which the Corporation is organized are as follows:

(a) The Corporation shall have the power to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(b) The Corporation shall have the power to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers hereinbefore mentioned, either alone or in association with or in partnership with any other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid businesses or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS & OFFICERS**

**Section 1:** This corporation shall be managed by a Board of Directors, the number of which shall be determined by the By-Laws, but the number may not be less than one (1), nor more than nine (9).

**Section 2:** The names and addresses of the first Board of Directors, subject to the provisions of these Articles of Incorporation and the By-Laws of the corporation and the corporation laws of the State of Florida, who shall hold office for the first year of the corporation's existence (the number of Directors being set forth as two (2) until established otherwise of changed by the By-Laws, or until successors are elected and qualified) are as follows:

Jamie Graves Perkins	515 Live Oak Road Vero Beach, Florida 32963
Loretta Anne Yeni	Post Office Box 3754 Vero Beach, Florida 32963

**Section 3:** The Officers of said corporation shall be a President and Secretary, and such other Officers and Agents as may be deemed necessary. The following persons shall serve as Officers for the corporation and shall hold office for the first year of existence of the corporation or until their successors are elected and qualified. Their names and addresses are as follows:

<b><u>OFFICE</u></b>	<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
President	Jamie Graves Perkins	515 Live Oak Road Vero Beach, Florida 32963
Secretary	Loretta Anne Yeni	Post Office Box 3754 Vero Beach, Florida 32964

**ARTICLE VIII. INDEMNIFICATION BY CORPORATION**

The Corporation shall indemnify its directors, officers, employees and agents, and all persons who at any time served as directors, officers, employees or agents of the Corporation, to the extent permitted, and in the manner provided by, Chapter 607.0850 of the Florida Statutes, as amended, or any successor provisions, and shall have power to make any other or further indemnity permitted under the laws of the State of Florida.

**ARTICLE IX. ELIMINATION  
OF LIABILITY OF OFFICERS AND DIRECTORS**

The liability of officers and directors of the Corporation for damages is eliminated with respect to any proceeding brought by or in the right of the Corporation or brought by or on behalf of the shareholders of the Corporation except that such liability shall not be eliminated or limited if the officer or director engaged in willful misconduct or a knowing violation of the criminal law or of any federal or state securities law, including, without limitation, any claim of unlawful insider trading or manipulation of the market for any security.

**ARTICLE X. DURATION OF CORPORATION**

The duration of the Corporation is to be perpetual.

**ARTICLE XI. PREEMPTIVE RIGHTS**

Shareholders shall have preemptive rights to acquire additional shares of the Corporation as provided by, Chapter 607.0630 of the Florida Statutes.

**ARTICLE XII**

**DISSOLUTION**

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least three-fourths of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 16 day of August, 1995.

  
JAMIE GRAVES PERKINS

  
LORETTA ANNE YENI

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

ACKNOWLEDGED BEFORE ME this 16 day of August, 1995, by JAMIE GRAVES PERKINS and LORETTA ANNE YENI, ( ) who are personally known to me or LS who have produced their Florida driver's licenses as identification.

  
Notary Public, State of Florida

Printed Name:

Commission No. :

My Commission Expires:



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, 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:

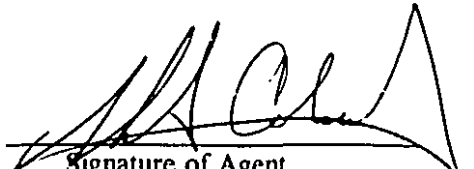
Bella Mia, Inc.  
515 Live Oak Road  
Vero Beach, FL 32963

2. The name and address of the registered agent and office is:

John F. Colowich  
Suite 4  
505 Beachland Boulevard  
Vero Beach, Florida 32963

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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.

  
Signature of Agent