

Power 42523

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ANGELO'S MEATS & DELI, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 APR 27 AM 10:35
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

Examiner's Initials

ARTICLES OF INCORPORATION
OF
ANGELO'S MEATS & DELI, INC.

FILED
00 APR 27 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a competent natural person, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: ANGELO'S MEATS & DELI, INC.

ARTICLE II

The purpose and general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

This corporation shall have an authorized capital stock of 1,000 shares of common stock, each having a par value of \$1.00; said stock to be fully paid and non-assessable. There shall be no pre-emptive rights accruing to stockholders.

ARTICLE IV

This corporation shall begin business with a capital of not less than One Thousand Dollars (\$1,000.00).

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation in the State of Florida shall initially be at 9137 Taft Street, Pembroke Pines, Florida, 33024.

ARTICLE VII

The management and control of the business of this corporation shall initially be managed by its stockholders, rather than by a Board of Directors, under and in accord with Chapter 607 of the Florida Statutes. It is the intention of the subscriber and

incorporator that this corporation shall be a corporation, as defined by the Florida Statutes. However, a majority of the stockholders, in accordance with resolution properly passed in accordance with the By-Laws of this corporation, may decide that this corporation may be managed by a Board of Directors, and, in the event of such adoption of such By-Laws and/or such resolutions, the corporation shall have not less than one (1) director, which number may be increased from time to time by By-Laws and/or resolutions adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement signifying that a certain amendment of this Certificate of Incorporation be made.

ARTICLE IX

Insofar as the same is not contrary to the laws of the State of Florida, no contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of its directors, officers or stockholders is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers, individually or jointly, may be a party or parties to or may be interested in any such contract.

ARTICLE X

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceeding to which he may be a party, or in which he may be involved by reason of his being or having been a director or an officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, the indemnification herein shall apply only when the stockholders approve such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer or stockholder may be entitled.

ARTICLE XI

It is the intention and purpose of the subscriber to these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are

appropriate, in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE XII

The names and street addresses of the first officers and directors of this corporation, who shall hold office until their successors are elected and have qualified, are as follows:

ANGELO D. GESMUNDO
9137 Taft Street
Pembroke Pines, FL 33024

President, Secretary-Treasurer
and Director

ARTICLE XIII

In addition to the purposes and powers granted to the corporation under the provisions of Article II hereof, the corporation shall have the express right, power and authority to become a joint venturer, a general partner and/or limited partner, and may enter into general partnership, limited partnership and/or joint venture agreements with any other persons, firms or corporations involving any proper and lawful business purpose.

ARTICLE XIV

The street address of the initial registered office of this corporation is 9137 Taft Street, Pembroke Pines, Florida, 33024, and the name of the initial registered agent of this corporation is Angelo D. Gesmundo, who, by his signature hereafter, accepts said appointment.

ARTICLE XV

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Corporate existence shall begin on the date these Articles of Incorporation are filed for record with the Secretary of State of Florida.

ARTICLE XVI

The name and address of the sole incorporator signing these Articles is Angelo D. Gesmundo, 9137 Taft Street, Pembroke Pines, Florida, 33024.

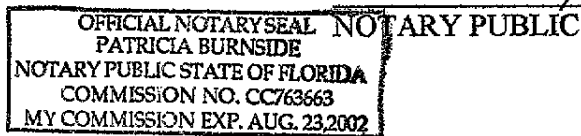

Angelo D. Gesmundo, Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 25th day of April 2000, by ANGELO D. GESMUNDO, who is personally known to me and who did not take an oath.

Patricia Burnside

My Commission Expires:



Having been named to accept service of process for the stated corporation, at the place designated in these Articles of Incorporation, 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.

Dated this 25th day of April 2000.

Angelo D. Gesmundo
ANGELO D. GESMUNDO

FILED
00 APR 27 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA