

P00000042684

Law Offices of John W. Parente

John W. Parente
Attorney at Law
Post Office Box 1771
Venice, Florida 34284-1771

FACSIMILE TRANSMISSION TO:

Telephone: (941) 480-1071
Facsimile: (941) 485-1238
E-Mail: JOHNPN529@AOL.COM

April 12, 2000

State of Florida
Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

700003208207--8
-04/13/00--01125--003
*****78.75 *****78.75

Re: Articles of Incorporation
Lumpino's, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of signed Articles of Incorporation for the above referenced corporation, together with my check in the amount of \$78.75 representing the filing fee for same. Please forward the certified copy to my attention in the enclosed self-addressed, stamped envelope.

Thanking you for your attention to the above, I am,

Sincerely yours,

John W. Parente
JOHN W. PARENTE

JWP/ep
Enclosures

c.c. S. Slavin

2555
W000-10345

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 26 PM 5:25

g 4/27/00

Law Offices of John W. Parente

John W. Parente
Attorney at Law
Post Office Box 1771
Venice, Florida 34284

FACSIMILE TRANSMISSION TO:

Telephone (941) 480-1071
Facsimile (941) 485-1238
E-Mail JohnP529@AOL.com

April 21, 2000

State of Florida
Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
Lumpino's, Inc.

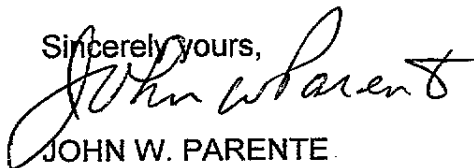
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 26 PM 5:25

Dear Sir or Madam:

Please find enclosed the original and one copy of signed Articles of Incorporation for the above referenced corporation, together with copy of your letter of April 19, 2000, directed to my attention. Please forward the certified copy to my attention in the previously submitted self-addressed, stamped envelope.

Thanking you for your attention to the above, I am,

Sincerely yours,


JOHN W. PARENTE

JWP/ep
Enclosures

c.c. S. Slavin



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR 26 PM 5: 25

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 19, 2000

JOHN W. PARENTE, ESQUIRE
POST OFFICE BOX 1771
VENICE, FL 34284-1771

SUBJECT: LUMPINO'S, INC.
Ref. Number: W00000010345

We have received your document for LUMPINO'S, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 000A00021477

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR 26 PM 5:25

ARTICLES OF INCORPORATION OF LUMPINO'S, INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, COMPETENT TO CONTRACT, HEREBY ASSOCIATES AND FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I.

THE NAME OF THIS CORPORATION SHALL BE LUMPINO'S, INC.

ARTICLE II.

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF FILING BY THE DEPARTMENT OF STATE.

ARTICLE III.

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE ORGANIZED. IT SHALL HAVE EVERY CORPORATE POWER GRANTED BY THE FLORIDA LEGISLATURE.

ARTICLE IV.

THE CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES AT NO PAR VALUE. UNLESS OTHERWISE STATED IN THESE ARTICLES, OR ANY AMENDMENT TO THESE ARTICLES, THERE SHALL BE ONLY ONE (1) CLASS OF STOCK OF THIS CORPORATION.

ARTICLE V.

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF A FRACTIONAL SHARE) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI.

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 625 D.

TAMIAMI TRAIL, NOKOMIS, FLORIDA 34275 AND THE INITIAL REGISTERED AGENT IS SHARON SLAVIN. THE PRINCIPAL BUSINESS ADDRESS OF THE CORPORATION IS 625 D. TAMIAMI TRAIL, NOKOMIS, FLORIDA 34275.

ARTICLE VII.

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION ARE:

SHARON SLAVIN
625 D. TAMIAMI TRAIL
NOKOMIS, FLORIDA 34275

ARTICLE VIII.

AT ELECTION FOR DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE IN THE ELECTION SHALL HAVE THE RIGHT TO CUMULATE HIS VOTE BY GIVING ONE CANDIDATE AS MANY VOTES AS THE NUMBER OF DIRECTORS TO BE ELECTED AT THAT TIME MULTIPLIED BY THE NUMBER OF SHARES, OR BY DISTRIBUTING THE VOTES ON THE SAME PRINCIPLE AMONG ANY NUMBER OF CANDIDATES.

ARTICLE IX.

THE SHAREHOLDERS OF THIS CORPORATION SHALL NOT BE ENTITLED TO REMOVE ANY DIRECTOR FROM OFFICE DURING HIS TERM EXCEPT FOR CAUSE.

ARTICLE X.

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION ARE:
SHARON SLAVIN
625 D. TAMIAMI TRAIL
NOKOMIS, FLORIDA 34275

ARTICLE XI.

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD

OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XII.

THESE ARTICLES OF INCORPORATION MAY BE AMENDED. EACH AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS AND PROPOSED TO THEM BY THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, OR ALL OF THE STOCKHOLDERS MAY EVIDENCE THEIR WRITTEN APPROVAL IN THAT AN INSTRUMENT THEREUNDER MAY BE MADE.

ARTICLE XIII.

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE.

ARTICLE XIV.

THE OFFICERS OF THIS CORPORATION SHALL BE A PRESIDENT, ONE OR MORE VICE PRESIDENTS, A SECRETARY, AND A TREASURER AND SUCH OTHER OFFICERS AND FACTORS AS MAY BE DEEMED NECESSARY. ALL OFFICERS, AGENTS AND FACTORS SHALL BE CHOSEN IN SUCH MANNER, HOLD THEIR OFFICES FOR SUCH TERM, AND HAVE EACH SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE BY-LAWS OR DETERMINED BY THE BOARD OF DIRECTORS. ANY PERSON MAY HOLD TWO OR MORE OFFICES OF THIS CORPORATION.

ARTICLE XV.

THE NAME AND ADDRESS OF THE INITIAL OFFICER OF THIS CORPORATION ARE:

PRESIDENT, VICE PRESIDENT, SECRETARY/TREASURER:

SHARON SLAVIN
625 D. TAMiami TRAIL
NOKOMIS, FLORIDA 34275

ARTICLE XVI.

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER

OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

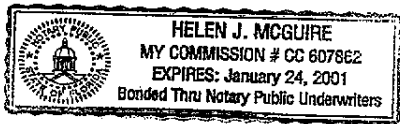
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBED HAS EXECUTED THESE
ARTICLES OF INCORPORATION THIS 12 DAY OF APRIL, 2000.


SHARON SLAVIN

STATE OF FLORIDA)
)SS:
COUNTY OF SARASOTA)

BEFORE ME, THE UNDERSIGNED AUTHORITY, AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
SHARON SLAVIN, KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES
OF INCORPORATION, AND SHE ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THE ARTICLES OF
INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL
SEAL IN THE STATE AND COUNTY LAST AFORESAID, THIS 12th DAY OF APRIL, 2000.




NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My COMMISSION EXPIRES: 1-24-2001

CERTIFICATE OF DESIGNATION
REGISTERED AGENT ACCEPTANCE

PURSUANT TO THE PROVISION 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 LUMPINO'S, INC.
2. THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT AND OFFICE IS: SHARON SLAVIN, 625 D. TAMIAMI TRAIL, NOKOMIS, FLORIDA 34275.

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.

Sharon Slavin
SHARON SLAVIN
625 D. TAMIAMI TRAIL
Nokomis, Florida 34275

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 26 PM 5:25