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May 18, 2000

FILED

00 MAY 22 PM 12:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

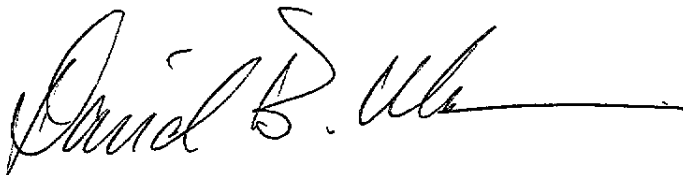
Dear Secretary of State

Please find enclosed two original copies of the Articles of Incorporation for ~~Chicago Gyros Land Inc.~~, and the filing fee of \$ 75.00.

THEO'S GYROS INC.

Please date stamp and return one copy for our records.

Thank you for your assistance in this matter.



David B. Wilson
Accountant
9533 104th Avenue North
Largo, FL 33777
Tel 727-393-3258

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-05/22/00--01102--001
*****75.00 *****75.00

David Wilson GAVE
AUTHORIZATION BY PHONE TO
COSTA FAXED NEW 1ST PG
w/ new corp name
DATE 5/11/00
DOC. EXAM. 5/11/00

**ARTICLES OF INCORPORATION
OF
THEO'S GYROS INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of theses Articles of Incorporation does hereby form a corporation pursuant to the Florida General Corporations Act and does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
NAME AND PRINCIPAL OFFICE**

The name of this corporation is Theo's Gyros Inc. The corporation's principal office is located at 696 South Gulfview Boulevard, Clearwater Beach, FL 33767.

**ARTICLE TWO
DURATION**

The corporation is to exist perpetually.

**ARTICLE THREE
PURPOSE**

This corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act, including the sale and provision of services.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which this corporation is authorized to issue is 10,000 shares of common stock, each having a par value of One Dollar (\$ 1.00). Once issued, all shares shall be deemed fully paid and non-assessable.

**ARTICLE FIVE
PRE-EMPTIVE RIGHTS**

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any un-issued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such un-issued or treasury shares.

ARTICLE SIX
TRANSFER OF SHARES

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona-fide creditors of the corporation at reasonable times during business hours.

ARTICLE SEVEN
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 696 South Gulfview Boulevard, Clearwater Beach, FL 33767 and the name of the initial registered agent at such address is Ted Bardis, whose acceptance is noted below.

I am familiar with and accept the duties and responsibilities as registered agent for this corporation.



Accepted by Ted Bardis

ARTICLE EIGHT
DIRECTORS

The Board of Directors will consist of no less than one and no more than five directors, the exact number to be determined by the Bylaws (which any modifications or change in number, within this range, to also be by amendment to the bylaws). The initial Board of Directors shall consist of 1 (one) member: Ted Bardis

ARTICLE NINE
INCORPORATOR

The name and address of the person signing these Articles is Ted Bardis, 696 South Gulfview Boulevard, Clearwater Beach, FL 33767.

ARTICLE TEN
INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE ELEVEN
OTHER PROVISIONS**

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TALLAHASSEE, FLORIDA

There are no other provisions for the regulation of the internal affairs of this corporation except as set forth in the bylaws of this corporation.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 5/18/00 day of May 2000.


By : Ted Bardis

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged and sworn to before me this 18th day of May 2000 by Ted Bardis who :

☒ is personally known to me

☐ produced _____ as identification

(signature of notary)

(printed name of notary)

(serial number if any)

