

700003331527-9

TRANSMITTAL LETTER

FILED
00 JUL 21 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: FAZZINI Lewis Investment Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700003331527-9
-07/21/00--01088--008
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: GARY B. Lewis
Name (Printed or typed)

5269 Harborside Drive
Address

Tampa, Florida 33615
City, State & Zip

(813) 854-2663 / (863) 676-0707
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

7-25-
wc

ARTICLES OF INCORPORATION
OF
FAZZINI LEWIS INVESTMENT CORPORATION

The undersigned subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the provisions of Florida Statutes.

ARTICLE I

The name of the corporation is Fazzini Lewis Investment Corporation. The principal place of business is 101 East Steuart Avenue Lake Wales, Florida 33853.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The corporation is formed for the purpose of engaging in any lawful business permitted pursuant to United States and Florida Law.

ARTICLE IV

The corporation shall have the authority to issue One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

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ARTICLE V

The street address and name of the initial registered agent are as follows:

Initial Registered Agent: Silvio M. Fazzini
 101 East Steuart Avenue
 Lake Wales, Florida 33853

ARTICLE VI

The number of directors of this corporation shall be as provided in the bylaws But shall not be less than one nor more than ten. The initial Board of Directors shall consist of two persons whose name and address are set forth below:

Gary B. Lewis
5269 Harborside Drive
Tampa, Florida 33615

Silvio M. Fazzini
101 East Steuart Avenue
Lake Wales, Florida 33853

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation is set forth below:

Gary B. Lewis
5269 Harborside Drive
Tampa, Florida 33615

Silvio M. Fazzini
101 East Steuart Avenue
Lake Wales, Florida 33853

ARTICLE VIII

This corporation may select the following officers to govern its day to day affairs: Chief Executive Officer, President, Vice-President and Secretary/Treasurer.

ARTICLE IX

Subject to the limitations contained in the by-laws and any limitations set forth in chapter 607, Florida Statutes, concerning corporate action that must be authorized or approved by the members of the corporation, the by-laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, either by resolution of the Board of Directors or by following the procedures set forth in the By- Laws.

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to quorum of shareholders for their vote. Amendments may be adopted by a vote of two-thirds of quorum of shareholders of the corporation.

ARTICLE X

By-laws will be subsequently adopted following incorporation. The by-laws may be amended or repealed, in whole or in part, in the manner provided in the by-laws, and

the amendments to the by-laws shall be binding on all members, including those who may have voted against them.

ARTICLE XI

All officers and directors of this Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XII

Any dispute arising between or among the officers, directors or shareholders of the Corporation shall be resolved in final and binding arbitration pursuant to the rules of the American Arbitration Association and Chapter 682, Florida Statutes.

ARTICLE XIII

The corporate seal, if any, shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE XIV

These Articles of Incorporations shall become effective upon filing with and approval by the Secretary of State as indicated by an endorsement hereon with the date and time of approval set forth on a duplicate and may be amended in any manner consistent with Florida Law; provided, however, every amendment shall be approved by the stockholders by at least a majority vote of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned pursuant to the laws of the State of Florida do hereby make and file in the office of the Secretary of State these Articles of Incorporation and further certify that the facts stated herein are true and correct.

Gary B. Lewis
Gary B. Lewis

STATE OF FLORIDA)
COUNTY OF POLK)


The foregoing instrument was acknowledge before me the 18th day of July, 2000, by Gary B. Lewis, who is personally known to me OR who provided a valid Driver's License as identification (strike through one) and who did OR did not (strike through one) take an oath stating that he is the individual described herein and that de executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same for the purposes therein expressed. L 200-282-73-334-7

WITNESS my hand and seal in the County and State named above on this 18 day of July, 2000.

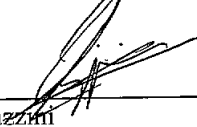
Yvette Rose Grimes
NOTARY PUBLIC

YVETTE ROSE GRIMES
Printed Name of Notary Public

My Commission Expires:

 Yvette Rose Grimes
My Commission CC688650
Expires August 03, 2001

Yvette Rose Grimes
My Commission CC688650
Expires August 03, 2001



Silvio M. Fazzini

STATE OF FLORIDA)
COUNTY OF POLK)

The foregoing instrument was acknowledge before me the 18th day of July, 2000, by **Silvio M. Fazzini**, who is personally known to me **OR** who provided a valid Driver's License as identification (strike through one) and who did **OR** did not (strike through one) take an oath stating that he is the individual described herein and that de executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same for the purposes therein expressed.

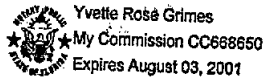
WITNESS my hand and seal in the County and State named above on this 18th day of July, 2000.



NOTARY PUBLIC


YVETTE ROSE GRIMES
Printed Name of Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Silvio M. Fazzini, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of the acceptance, does hereby agree to abide by the provisions of section 607.034, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 101 East Stewart Avenue, Lake Wales, Florida, 33853.



Silvio M. Fazzini

Dated: July 18-00