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AUTHORIZATION :

Patricia Pizeto

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TALLAHASSEE, FLORIDA

ORDER DATE : October 12, 2000

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ORDER NO. : 861239-005

CUSTOMER NO: 7170239

CUSTOMER: Linda Topping, Paralegal
Richard H. Langley, Esq

300003422873--1

700 Almond Street

Clermont, FL 34712

DOMESTIC FILING

NAME: CAFE BANDOLI, INC.

EFFECTIVE DATE: OCTOBER 9, 2000

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10-12
OC

ARTICLES OF INCORPORATION

of

CAFE BANDOLI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I.

Name

The name and address of this corporation shall be: CAFE BANDOLI, INC., 942 Cumberland Circle, Clermont, FL 34711.

ARTICLE II.

Effective Date

The date that corporate existence shall begin shall be October 9, 2000. This election is pursuant to Florida Statute 607.0203.

ARTICLE III.

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV.

Term of Existence

This corporation shall exist perpetually.

ARTICLE V.

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

CARREEN M. BANDOLI

ADDRESS

942 Cumberland Circle
Clermont, FL 34711

The names and addresses of the Director(s) is/are:

NAME

ADDRESS

JAMES F. BANDOLI, JR.

942 Cumberland Circle
Clermont, FL 34711

CARREEN M. BANDOLI

942 Cumberland Circle
Clermont, FL 34711

ARTICLE VI.

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 942 Cumberland Circle, Clermont, FL 34711. The name of the Registered Agent of this corporation is Carreen M. Bandoli, at the above office address.

ARTICLE VII.

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 100 shares of common stock each with a par value of \$10.00.

ARTICLE VIII.

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE IX.

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;

(c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or

(d) Dissolution of the corporation.

ARTICLE X.

Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE XI.

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this October 9, 2000.

Carreen M. Bandoli

Carreen M. Bandoli

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for CAFE BANDOLI, INC., as stated in these Articles of Incorporation.

Dated: October 9, 2000.

Carreen M. Bandoli
Carreen M. Bandoli

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TALLAHASSEE, FL 32301