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| CORPORATION NA | ME(s) & DOCUMENT NUMI | BER(S) (if known): |
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| | Resignation of R.A., Officer/I | Director |
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| OTHER FILINGS | REGISTRATION/ | |
| Annual Report | QUALIFICATION | • |
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ARTICLES OF INCORPORATION

OF

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FROHNELLI'S, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

FROHNELLI'S, INC.

The principal place of business and mailing address of this corporation shall be:

9331 Tamiami Trail North Naples, FL 34108

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock at \$1.00 par value.

ARTICLE IV REGISTERED AGENT

Initial registered office of the corporation shall be:

801 Anchor Rode, Suite 203 Naples, Florida 34103

and the name of the initial registered agent shall be:

Jerald R. Pitkin, Esquire

ARTICLE V EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX OFFICERS AND DIRECTORS

This corporation shall have three (3) officer(s) and one (1) director(s) initially. The names and street addresses of the initial director(s) and officer(s), who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

David A. Froh 174 Princeton Glenview IL 60025

President, Director

Penny L. Froh 174 Princeton Glenview IL 60025

Secretary, Treasurer, Director

ARTICLE X INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Penny L. Froh 174 Princeton Glenview IL 60025

| IN WITNESS WHEREOF, the | e undersigned has hereto set forth his | hand and seal on this |
|-------------------------|--|-----------------------|
| day of October, 2000. | Penny L. Froh | |
| | Incorporator | |

STATE OF FLORIDA COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26 day of October, 2000 by Penny L. Froh, who is ()personally known to me or who ()produced brivers because - as identification.

Signature, Notary Public

Printed Name of Notary My Commission Expires:



Nancy K. MacMillan
MY COMMISSION # CC616162 EXPIRES
February 5, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR FROHNELLI'S, INC.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Jerald R. Pitkin, Esquire, Registered Agent

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