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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE ST. ARMANDS LAW GROUP, P.A.

ATTORNEYS AND COUNSELORS AT LAW

ST. ARMANDS CIRCLE

400 MADISON DRIVE, SUITE 250

SARASOTA, FL 34236

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. KITCHENS DIRECT OF SARASOTA, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #) 900003798829--3

3. _____
(Corporation Name) (Document #) --03/05/01--01136--002
*****70.00 *****70.00

4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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ARTICLES OF INCORPORATION
OF
KITCHENS DIRECT of SARASOTA, INC.

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The undersigned incorporators, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: KITCHENS DIRECT of Sarasota, Inc.

The principal address of this corporation is 6222 Tower Ln., Suite A-9, Sarasota, FL 34240.

ARTICLE II - BUSINESS AND ACTIVITIES

This corporation may, and is authorized to, engage in any business as permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of NONE per share.

ARTICLE IV - TERMS OF EXISTENCE

The effective date upon which this corporation shall come into existence shall be upon acceptance by the Florida Office of Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 400 Madison Drive, Suite 250, Sarasota, Florida 34236, the name of the initial registered agent of this corporation at that address is Bradley W. Lang.

ARTICLE VI - DIRECTORS

A. The initial number of directors of this corporation shall be THREE (3).

B. The number of directors of this corporation may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefrom.

E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified are:

NAME:

STREET ADDRESS:

Tony J. Zaroni

11864 Hollywood Dr.
Bradenton, FL 34202

Karl W. Sussmann

4508 3rd St. Cir. W. #507
Bradenton, FL 34207

Jose Romero

168 Robina St.
Port Charlotte, FL 33594

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or special meeting called for the purpose of filling such vacancies; provided, however, that any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporators signing these articles are:

Name:

Street Address:

BRADLEY W. LANG

400 Madison Drive, Suite 250

Sarasota, Florida 34236

ARTICLE VIII - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

ARTICLE IX - AMENDMENT TO ARTICLES

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors which are consistent with bylaws adopted by the shareholders shall be void, and the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS THEREOF, the undersigned incorporator has executed these articles of incorporation on this 2nd day of March, 2001.


BRADLEY W. LANG

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process of at 400 Madison Drive, Suite 250, Sarasota, Florida 34236, as designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity and to comply with the provisions of said Act relative to keeping said office open.

The undersigned has executed this Acceptance of Registered Agent on this 2nd day of March, 2001.


BRADLEY W. LANG

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