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March 15, 2001

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

600003960636--7  
-04/05/01--01058--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Szilagyi, Inc.

Dear Sir/Madam:

Enclosed are the Article of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Sincerely,

DAVID P. WHITING, P.A.



David P. Whiting, Esquire

enc.  
DPW/hal

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
SZILAGYI, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - Name**

The name of the corporation is **Szilagyi, INC.** The principal place of business of the corporation is 635 8<sup>th</sup> Street South, Naples, Florida 34102. The mailing address of the corporation is 635 8<sup>th</sup> Street South, Naples, Florida 34102.

**ARTICLE II - Commencement and Duration**

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III - Purpose**

The corporation is organized for the purpose of transacting any and all lawful business. Retail sales and food service.

**ARTICLE IV - Stated Capital - Classes of Stock**

The corporation is authorized to issue 20 shares of common stock at \$1.00 par value.

**ARTICLE V - Special Provisions**

The corporation hereby makes the Subchapter S and IRC 1244 elections.

**ARTICLE VI - Stock Ownership**

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

**ARTICLE VII - Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be two (2) initial director as follows:

Michael J. Szilagyi      635 8<sup>th</sup> Street South  
Mark W. Szilagyi      Naples, Florida 34102

#### **ARTICLE VIII - Officers**

The initial officer(s) of the corporation shall be as follows:

Michael J. Szilagyi      - President/Treasurer  
Mark W. Szilagyi      - Vice President/Secretary

#### **ARTICLE IX - Indemnification**

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

#### **ARTICLE X - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

#### **ARTICLE XI - Pre-emptive Rights**

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

#### **ARTICLE XII - Amendment**

The Articles of Incorporation may be amended at any time pursuant to the requirements of F.S. 607.177, et seq., at any regular meeting or at a special meeting called for that purpose.

#### **ARTICLE XIII - Incorporator**

The name and address of the Incorporator to these articles of incorporation is:

Michael J. Szilagyi      635 8<sup>th</sup> Street South  
Mark W. Szilagyi      Naples, Florida 34102

**ARTICLE XIV - Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is 2124 Airport Road South, # 101, Naples, Florida 34112, and the name of the initial registered agent of the corporation at that address is DAVID P. WHITING, Esquire. I **N** **WITNESS WHEREOF**, the undersigned, as incorporator, hereby executes these articles of incorporation this 23rd day of March, 2001.

By: [Signature]  
Michael J. Szilagyi

By: [Signature]  
Mark W. Szilagyi

01 APR -5 PM 12:19  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF COLLIER

23rd The foregoing instrument was subscribed to before me this day of March, 2001, by Michael J. Szilagyi and Mark W. Szilagyi, to me personally known, who stated under oath that he is the person described in and who executed said instrument for the purposes therein expressed.

[Signature]

My Commission Expires:

Notary Public



David P. Whiting  
MY COMMISSION # CC679381 EXPIRES  
September 10, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Stamp/Seal

David P. Whiting  
Type or Print Notary Name

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

[Signature] 3/23/01  
David P. Whiting, Esquire