

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Bella Elia Inc

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TALLAHASSEE, FLORIDA

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Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
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- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval **J. BRYAN JUN 26 2001**
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ARTICLES OF INCORPORATION OF
BELLA ELIA, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is BELLA ELIA, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 207 Worth Avenue, Palm Beach, Florida 33480.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE FOUR

PURPOSE OR PURPOSES AND CORPORATE POWERS

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all the rights and powers now or subsequently conferred upon such corporations.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is Three Thousand (3,000) Shares. Such shares shall be of a single class, and shall have par value of \$.01 per share.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 207 Worth Avenue, Palm Beach, Florida 33480 and the name of its initial registered agent at such address, is AMY M. GASBARRO.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the corporation's initial board of directors is One. The name and address of each person who is to serve as a member of the initial board of directors is: AMY M. GASBARRO, whose address is 207 Worth Avenue, Palm Beach, Florida 33480. The initial Director shall hold office until her successor is elected and qualified as provided in the bylaws.

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is AMY M. GASBARRO, whose address is 207 Worth Avenue, Palm Beach, Florida 33480.

ARTICLE NINE

BYLAWS

The initial Directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than Thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by the affirmative vote of the majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE TEN

DISSOLUTION

The corporation may be dissolved at any time: (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each

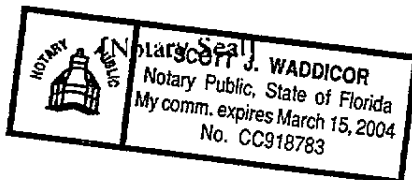
shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

NOW THEREFORE, the undersigned incorporator of this Corporation, has executed these Articles of Incorporation at Palm Beach County, Florida, this 20 day of JUNE, 2001.

Amy M. Gasbarro
AMY M. GASBARRO, INCORPORATOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20 day of June, 2001, by AMY M. GASBARRO, who is personally known to me or has produced a Drivers License as identification.



Scott J. Waddicor
Notary Public

Printed Name: Scott J. Waddicor

My Commission Expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


Pursuant to Chapter 48.091, Florida Statutes, and in compliance with Section 607.0501 of the Florida Business Corporation Act, the following is submitted:

BEILIA ELIA, INC. with its place of business at 207 Worth Avenue, Palm Beach, Florida 33480, has named AMY M. GASBARRO, whose address is 207 Worth Avenue, Palm Beach, Florida 33480, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I 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 am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated 4/20, 2001.


AMY M. GASBARRO,

REGISTERED AGENT

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