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Tallahassee, Florida 32301
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July 16, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Marcelo's Place #1, Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

G. BLALOCK JUL 17 2002

ARTICLES OF INCORPORATION

OF

MARCELO'S PLACE #1, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles

of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is MARCELO'S PLACE #1, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 3837 Northdale Blvd., Suite 130, Tampa, Florida 33624.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Ten Million Thousand (10,000,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 3837 Northdale Blvd., Suite 130, Tampa, Florida 33624, and the registered agent at that office is KENNETH B. STEPHENS.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors shall be comprised of:

KENNETH B. STEPHENS
3911 Valrico Grove Drive
Valrico, FL 33594

LUIZ MARCELO RIBEIRO GONCALVES
5524 Arnold Palmer Drive, #1111
Orlando, FL 32811

RAY ROSE
9267 51st Street North
Pinellas Park, FL 33782


ALICIA ROBINSON
5614 Terrain De Golf Drive
Lutz, FL 33558

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

KENNETH B. STEPHENS
13540 North Florida Avenue, Suite 206
Tampa, Florida 33613

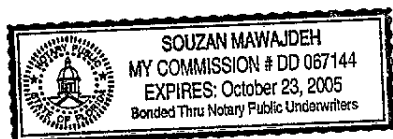
IN WITNESS WHEREOF, I, KENNETH B. STEPHENS, the undersigned incorporator, have signed these Articles of Incorporation on this 5th day of July, 20002 and acknowledged the same to be my act.


KENNETH B. STEPHENS

STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 5th day of July, 2002 by KENNETH B. STEPHENS, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida driver's license as identification.



NOTARY PUBLIC:

SIGN: 

PRINT: Souzan A. Mawajdeh

STATE OF FLORIDA AT LARGE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That MARCELO'S PLACE #1, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Tampa, County of Hillsborough, State of Florida, has named KENNETH B. STEPHENS at 3837 Northdale Blvd., Suite 130 in the City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: 

KENNETH B. STEPHENS

DATE: 7/5/02

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TALLAHASSEE, FLORIDA