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FRANK J. ALOIA

*Attorney at Law*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
02 AUG 19 AM 8:35

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CAPE CORAL, FLORIDA 33904  
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CAPE CORAL, FLORIDA 33910

TELEPHONE NUMBER  
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TELECOPIER NUMBER  
(239) 542-9552

August 12, 2002

Secretary of State  
State of Florida  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/19/02--01050--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Madizack, Inc.

Dear Sir:

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose my trust account check in the amount of \$78.75 to cover the following costs:

Filing Fee	\$ 70.00
Certified Copy Fee	\$ 8.75
Total	\$ 78.75

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,



FRANK J. ALOIA  
FJA:djb  
Enc.

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8/20

**ARTICLES OF INCORPORATION  
OF  
MADIZACK, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned does hereby execute these Articles of Incorporation for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

**ARTICLE I**

(Name)

The name of this corporation shall be: **MADIZACK, INC.**

**ARTICLE II**

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III**

(Purpose)

The general nature of the business to be transacted by this corporation is as follows:

To erect, construct, establish, purchase, lease and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, tea rooms, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and

establishments of every kind and description and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, supplies, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase and otherwise acquire, cook, bake, and otherwise prepare, can, bottle and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred and allied articles, products and merchandise.

To engage in any other lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

#### **ARTICLE IV**

(Stated Capital)

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less

than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### **ARTICLE V**

##### **(Preemptive Rights)**

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI**

##### **(Board of Directors)**

All corporate powers and business affairs of the corporation shall be exercised by and managed under the direction of a Board of Directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The name and street address of the members of the first Board of Directors, the President, Vice President, Secretary and Treasurer who, subject to the Bylaws, shall hold office for the first year of the existence of this Corporation, or until their successors are

elected or appointed and have qualified are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>POSITION</b>
<b>CHARLES M. GEBIG</b>	<b>19001 Nalle Rd. N. Ft. Myers, FL 33917</b>	<b>President/ Treasurer</b>
<b>STACY E. GEBIG</b>	<b>19001 Nalle Rd. N. Ft. Myers, FL 33917</b>	<b>Vice President/ Secretary</b>

#### **ARTICLE VII**

**(Principal Office)**

The principal office and mailing address of this corporation is **19001 Nalle Road,  
N. Ft. Myers, FL 33917.**

#### **ARTICLE VIII**

**(Initial Office and Registered Agent)**

The street address of the initial registered office of the corporation is **19001 Nalle  
Road, N. Ft. Myers, FL 33917.**

The name of the initial Registered Agent of this corporation at that office is  
**CHARLES M. GEBIG.**

#### **ARTICLE IX**

**(Incorporator)**

The name and street address of the person signing these Articles of Incorporation  
is:

**CHARLES M. GEBIG  
19001 Nalle Road  
N. Ft. Myers, FL 33917**

**ARTICLE X**

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE XI**

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

**ARTICLE XII**

(Special/Regular Meetings)

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

**ARTICLE XIII**

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid this 13<sup>th</sup> day of August, 2002.

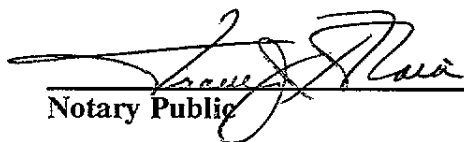
  
CHARLES M. GEBIG

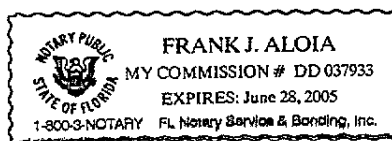
STATE OF FLORIDA

COUNTY OF LEE

I **HEREBY CERTIFY** that before me, the undersigned authority, fully authorized to administer oaths and take acknowledgments, appeared **CHARLES M. GEBIG**, personally known to me to be the person who made and who subscribed the foregoing Articles of Incorporation and who acknowledged executing the same for the uses and purposes therein contained.

WITNESS my hand and official seal this 13<sup>th</sup> day of August, 2002.

  
Notary Public



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CLERK OF CORPORA-  
TION  
02 AUG 19 AM 8:35

**ACCEPTANCE BY REGISTERED AGENT**

**CHARLES M. GEBIG**, Registered Agent, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

  
CHARLES M. GEBIG