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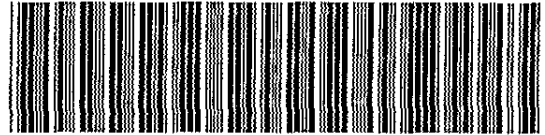
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03 FEB 27 PM 12:49

SECRETARY OF STATE
MAIL ROOM FEB 27 2004

LAW OFFICES
JOHNSON & KOEPEL, P.L.
27 SOUTH ORANGE AVENUE
SUITE TWO
SARASOTA, FLORIDA 34236

TELEPHONE
(941) 906-1480

FACSIMILE
(941) 906-1470

February 25, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 34314

To Whom It May Concern:

We are enclosing Articles of Incorporation of **GIANNINI, INC.** and a check for \$122.50 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,

JOHNSON & KOEPEL, P.L.



Robert M. Johnson

RMJ/mab

Encl: Check \$122.50

Articles of Inc., in duplicate

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**ARTICLES OF INCORPORATION
OF**

GIANNINI, INC.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the corporation is GIANNINI, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE

The street address of the principal office of the corporation is 2144 Gulf Gate Drive, Sarasota, Fl. 34231..

ARTICLE IV - PURPOSES

The purposes for which the corporation is organized are:

- A. To provide food and beverage services and related businesses.
- B. To do any and all things or to engage in any activities in which corporations doing business in the State of Florida are authorized to engage by the general corporation laws.

ARTICLE V - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 7,000, par value \$1.00 per share, all of which shall be common shares. All common shares shall be

identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI - REGISTERED OFFICE

The initial street address of the corporation's registered office is 2144 Gulf Gate Drive, Sarasota, Florida, 34231.

The initial registered agent for the corporation at that address is **FRANCESCO GIANNINI**.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is

FRANCESCO GIANNINI
2144 Gulf Gate Drive
Sarasota, Fl 34231

ARTICLE VIII - MAJORITY CONSENT VOTING

Any action required or permitted by the Florida Corporation Act at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the nonconsenting Stockholders by (among other methods) mailing said notice to said Stockholders by first class mail, postage prepaid, to their address of record.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the first day wherein it is qualified to transact business in the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name this 25th day
of February 2003.

F. Giannini
FRANCESCO GIANNINI

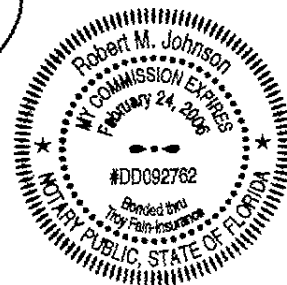
STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared FRANCESCO GIANNINI, to me known personally or have produced _____ to be the persons in and who executed the foregoing instrument, who being first duly sworn, acknowledged before me that they executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of February 2003.

(Notary Seal)

Robert M. Johnson
Notary Public



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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That **GIANNINI, INC.**, desiring to organize under the laws of the State of Florida with
its principal office as indicated in the Articles of Incorporation at Sarasota, Florida, has named
FRANCESCO GIANNINI, 2144 Gulf Gate Drive, Sarasota, Fl 34231, as its agent to accept
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby accept to act in this capacity and agree to comply
with the provision of said Act relative to keeping open said office.


FRANCESCO GIANNINI
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA