

P03000026668

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(Business Entity Name)

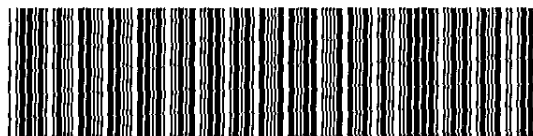
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March 6, 2003

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

Wrap Stop, Inc.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificates of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
 Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF INCORPORATION
OF
WRAP STOP, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is WRAP STOP, INC.

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

This corporation is organized for the purposes of operating a sandwich shop, and all other purposes for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 1000 shares of no par value common stock.

**ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

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FLORIDA

**ARTICLE SIX
STOCK TRANSFER RESTRICTIONS**

No transfer of stock shall be valid, until ten days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During such ten days, the corporation shall have the option to buy at the price set by seller any shares of outstanding stock, before its owner or the person in whose name it stands on the books of the corporation, may transfer them. Should the corporation not have the funds to buy the shares, or should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option, for an additional ten days, of purchasing the shares at the price set by the seller in proportion to the number of shares then held by the shareholder. In the event a dispute exists between the shareholders and the corporation in regards to the fair market value of the shares, the fair market value will be determined by binding arbitration. In no event may the shares be sold to a third party without the written consent of the Board of Directors. However, the Board of Directors may not unreasonably refuse to allow the sale of shares to a third party.

**ARTICLE SEVEN
TRANSFER EXCEPTIONS**

Notwithstanding anything herein to the contrary, any shareholder may at any time during such shareholder's lifetime transfer any of such shareholder's share in the company to his or her spouse, father or mother, children (unless those children have not reached their age of majority, in which event the shareholder may transfer the stock in trust for the benefit of such minor children) or to the trustee or trustees under any trust created during his or her lifetime for the benefit of the shareholder, his or her spouse, father or mother, or children. However, the spouse, father, mother, children or trustee shall agree in writing prior to such transfer to become a party to and be bound by all the terms and conditions of the agreement which provides for the corporation's

option to purchase shares before sale to other stockholders or third persons, just as if they were original parties to such agreement.

ARTICLE EIGHT REGISTERED OFFICE

The street address of the initial registered office of the corporation is 101 Coronado Dr. Clearwater Beach, FL 33767 and, the name of the initial registered agent is Panagiota Vasilopoulos, whose address 101 Coronado Dr. Clearwater Beach, FL 33767.

ARTICLE NINE DIRECTORS

The initial board of directors of the corporation shall consist of 1 member. The name and address of the first board of directors is:

Name	Address
Panagiota Vasilopoulos	101 Coronado Dr. Clearwater Beach, FL 33767

ARTICLE TEN INCORPORATORS

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

Panagiota Vasilopoulos	101 Coronado Dr. Clearwater Beach, FL 33767
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ARTICLE ELEVEN OFFICERS

The name, address, and title of the first officer is:

Panagiota Vasilopoulos	101 Coronado Dr.
President, Secretary, Treasurer	Clearwater Beach, FL 33767


**ARTICLE TWELVE
BY-LAWS**

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

**ARTICLE THIRTEEN
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the shareholders entitled to vote thereon, unless all of the directors and all of the shareholders sign a written statement manifesting their intentions that the Articles of Incorporation be amended.

The undersigned incorporator has executed these Articles of Incorporation on this
4th day of March, 2003.


Panagiota Vasilopoulos, Incorporator

To: The Department of State
Tallahassee, Florida 32304

Certificate Designating Place of Business or Domicile For the Service of Process Within
Florida, Naming Agent Upon Whom Process May be Served.

In compliance with Section 607.325 of the Florida General Corporation Act, the following
is submitted:

WRAP STOP, INC., with its place of business at 101 Coronado Dr. Clearwater Beach, FL 33767
has named Panagiota Vasilopoulos of 101 Coronado Dr. Clearwater Beach, FL 33767 as its agent
to accept service of process within Florida.

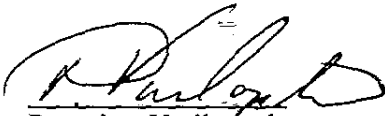
Dated this 4th day of March, 2003.



Panagiota Vasilopoulos, President

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity.

Dated by me on this 4th day of March, 2003.



Panagiota Vasilopoulos