

PO3000094030

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

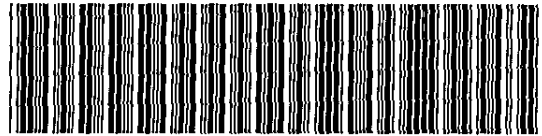
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

[Handwritten Signature]
8/27/03



200022242752

08/27/03--01045--016 **78.75

RECEIVED
03 AUG 27 AM 11:33
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 AUG 27 PM 2:05

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bay Park Del. Inc

- 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 _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: AW 8/27

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
BAY PARK DELI, INC.**

**FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 AUG 27 PM 2:05**

**ARTICLE I
NAME**

The name of this corporation is BAY PARK DELI, INC.

**ARTICLE II
DURATION**

This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.

**ARTICLE III
PURPOSE**

The nature of the business or purposes to be conducted or promoted are: to own and operate restaurants, deli's and related businesses. Further, this corporation shall be authorized to engage in any lawful act or activity for which any corporation may be organized under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and the address of the initial registered principal office of this corporation is 109 Brevard Avenue, Cocoa, Florida 32922 and the name of the initial registered agent of this corporation at that address is MARY C. MITCHELL.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

NAME:	ADDRESS:
KRIS GYARMATI	7000 Bryant Road Cocoa, FL 32927
MARY C. MITCHELL	7000 Bryant Road Cocoa, FL 32927

**ARTICLE IX
INCORPORATORS**

The names and addresses of the persons signing these Articles of Incorporation are:

NAME:	ADDRESS
KRIS GYARMATI	7000 Bryant Road Cocoa, FL 32922
MARY C. MITCHELL	7000 Bryant Road Cocoa, FL 32922

**ARTICLE X
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XII
INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Statute from and against any and all of the expenses,

liabilities, or other matters referred to in or covered by said Statute, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XIV
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26th day of August, 2003.

Kris Gyarmati
Kris Gyarmati

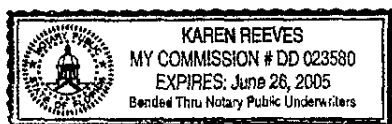
Mary C. Mitchell
Mary C. Mitchell

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KRIS GYARMATI and MARY C. MITCHELL, known to me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation, and who produced Florida driver's licenses as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 26th day of August, 2003.

My Commission Expires:



Sign: Karen Reeves
Print: KAREN REEVES
Notary Public, State of Florida at Large

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

BAY PARK DELI, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Cocoa, County of Brevard, State of Florida, has named **MARY C. MITCHELL** as its agent to accept service of process within the State of Florida.

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 provisions of said Act relative to keeping open said office.



MARY C. MITCHELL

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 AUG 27 PM 2:05