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PICK-UP WAIT MAIL

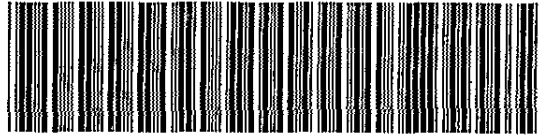
(Business Entity Name)

(Document Number)

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03 DEC 29 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/29/03

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314-6327

SUBJECT: WHOLE LOAF PIZZA & PASTA, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and (1) copy of the Articles of Incorporation for the above proposed corporation, and a check for:

\$78.75 for the Filing Fee & Certificate

FROM

ACTION ACCOUNTING, INC.
635 BREVARD AVE. (COCOA VILLAGE)
COCOA, FLORIDA 32922-7807

(321) 638-4744
FAX: (321) 638-2449
E-MAIL: actionman@cfl.rr.com

NOTE: WE HAVE PROVIDED THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE ABOVE COMPANY.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WHOLE LOAF PIZZA & PASTA, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be:

WHOLE LOAF PIZZA & PASTA, INC.

And shall perform all business under the name of:

WHOLE LOAF PIZZA & PASTA, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address, of this corporation shall be:

2609 CLEARLAKE RD.
COCOA, FL. 32922

ARTICLE III. SHARES

This corporation is authorized to issue 100 shares of common stock with a par value of \$ 1.00. These shares shall also be designated as SECTION 1244 stock, abiding by the rules of the Internal Revenue Service for such stock.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting any lawful business, including, but not limited to: RESTAURANT & FOOD SERVICE .

ARTICLE V. DURATION

This corporation shall commence on JANUARY 1, 2004, and shall have perpetual existence.

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 (as nearly as may be done without the issuance of fractional shares) at the same price at which it is offered to others.

ARTICLE VII. INDEMNIFICATION

The corporation shall indemnify any officer, or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have 3 director(s) 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 name(s) and address(s) of the initial directors, and officers, of this corporation are:

JOHN FIORINI, VP/TREAS
1950 QUAIL RIDGE CT., APT. 1004
COCOA, FLORIDA 32926

SAL FABOZZI, PRES
1604-B ROSA ST.
COCOA, FLORIDA 32926

DEBORA FABOZZI, SEC.
1604-B ROSA CT.
COCOA, FLORIDA 32926

ARTICLE IX. SALE OF SHAREHOLDER'S STOCK

If any shareholder desires to sell his/her shares of corporate stock, they must first offer it for sale back to this corporation, and second to the existing remaining shareholders of this corporation, at the current fair market price. If after 30 days, neither the corporation, nor the existing shareholders pick up their option to purchase this stock, then the selling shareholder may offer his/her stock for sale to the highest bidder.

ARTICLE X. INCORPORATOR

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is(are) :

JOHN FIORINI
1950 QUAIL RIDGE CT., APT 1004
COCOA, FLORIDA 32926

ARTICLE XI. AMENDMENTS

This corporation reserves the right to amend, or repeal, any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof the undersigned incorporator(s) has (have) executed these Articles of Incorporation on this 18 day of December, 2003.

John P. Fiorini
Signature

Signature

Signature

Note: Affixing an officer title after the signature of an incorporator does not constitute the designation of officers.

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, DECEMBER 18, 2003, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared JOHN FIORINI, known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she/they subscribed to those Articles of Incorporation.

Witness my hand, and official seal, in the county and state named above, on this 18 day of December, 2003.

J. D. Giles, Sr. Notary Public

seal



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, of Florida statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, and registered office, in the state of Florida.

1. The name of this corporation is:

WHOLE LOAF PIZZA & PASTA, INC.

2. The name and address of the registered agent and office:

JOHN FIORINI
1950 QUAIL RIDGE CT., APT. 1004
COCOA, FL. 32926

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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 am familiar with, and accept, the obligations of my position as registered agent.


(Signature)

12/18, 2003.
(Date)

Division of Corporations, P.O. Box 6327, Tallahassee, Florida 32314-6327