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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

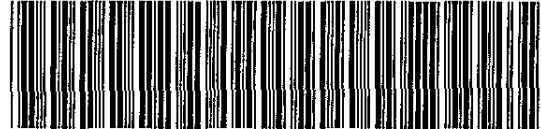
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
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WOODWARD, PIRES & LOMBARDO, P.A.
Attorneys - At - Law

CRAIG R. WOODWARD ●
MARK J. WOODWARD
ANTHONY P. PIRES, JR. ■
J. CHRISTOPHER LOMBARDO
STEVEN V. BLOUNT

April 28, 2004

CARRIE E. LADEMAN

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

BURT L. SAUNDERS
ELIZABETH J. VAN ARSDALE ▲
OF COUNSEL

Re: **Naples Carvel, Inc.**

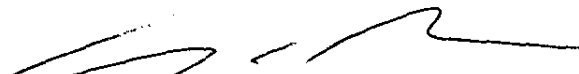
Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation and a check in the amount of \$122.50 to cover the following fees:

- | | | |
|----|------------------------------|---------|
| 1. | Filing Fee | \$35.00 |
| 2. | Certified Copy | \$52.50 |
| 3. | Registered Agent Designation | \$35.00 |

Thank you.

Sincerely yours,



Craig R. Woodward

CRW/ach
Enclosure

606 Bald Eagle Drive
Suite 500
P.O. Box One
Marco Island, FL 34146
TEL (239) 394-5161
FAX (239) 642-6402

www.wpl-legal.com

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ARTICLES OF INCORPORATION

OF

NAPLES CARVEL, 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 the corporation shall be: Naples Carvel, Inc.

ARTICLE II. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 609 6th Avenue, Naples, Florida 34102-5506.

ARTICLE III. - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven Thousand Five Hundred shares of common stock at \$1.00 par value.

ARTICLE IV. - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Craig R. Woodward, Woodward, Pires & Lombardo, P.A., 606 Bald Eagle Drive, Suite 500, Post Office Box One, Marco Island, Florida 34146.

ARTICLE V. - DIRECTORS

The names and street addresses of the initial Directors of this corporation are: Richard Fink and Evan Fink, whose address is 5106 Castle Rock Way, Naples, Florida 34112.

ARTICLE VI. - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is: Craig R. Woodward, 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145.

The undersigned has executed these Articles of Incorporation this 27 day of April, 2004.


CRAIG R. WOODWARD, INCORPORATOR

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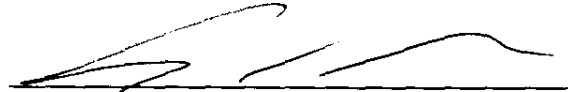
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered, in the State of Florida.

1. The name of the corporation is: **Naples Carvel, Inc.**

2. The name and address of the registered agent and office is: **Craig R. Woodward, Esquire, 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145.**

SIGNATURE:



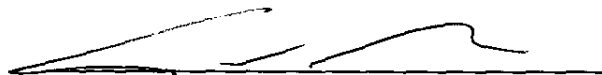
CRAIG R. WOODWARD

INCORPORATOR
TITLE

4/27/04
DATE

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Having been named as Registered Agent and to accept Service of Process for the above stated corporation at the place designated in this 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 I am familiar with and accept the obligations of my position as Registered Agent.



CRAIG R. WOODWARD, ESQUIRE

4/27/04
DATE