

PO4000080974

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

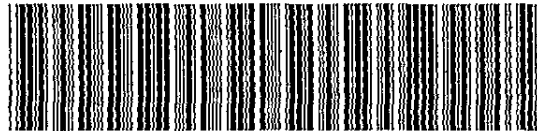
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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05/10/04--01097--016 \*\*87.50

MASSACHUSETTS

MAY 19 AM 7:55

FILED

WALLSIDE AS/2/104

**William M. Grenier**  
***Certified Public Accountant***  
**5012 76 Street East**  
**Bradenton, FL 34203**  
**(941) 751-3254**

May 6, 2004

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

**Re: City View Market Inc.**  
**4401 Chimney Creek Drive**  
**Sarasota, FL 34235**

Dear Office Of the Secretary of State:

Enclosed are an original and one (1) copy of the articles of incorporation for the above referenced entity and check for \$87.50 for the filing fee, certified copy, and Certificate of Status.

Please direct the certified copy and Certificate of Status to Andrea Maes, President, once approved. Andrea may be reached at (404) 927-5317, should you have any questions regarding this filing.

Thank you for your cooperation.

Sincerely,



William M. Grenier  
*Certified Public Accountant*

cc: A. Maas

**William M. Grenier**  
***Certified Public Accountant***  
**5012 76 Street East**  
**Bradenton, FL 34203**  
**(941) 751-3254**

May 17, 2004

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

**Re: Document Number W000018178**

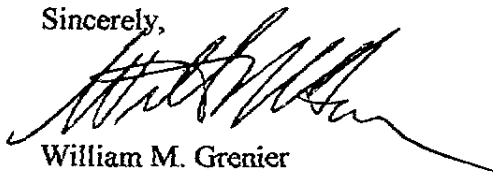
Dear Office Of the Secretary of State:

Enclosed are an original and one (1) copy of the re-submitted articles of incorporation for the above referenced entity. You are already in receipt of the check for \$87.50 for the filing fee, certified copy, and Certificate of Status. The articles are re-submitted using a different name, pursuant to your instructions, as the original name chosen was unavailable. A copy of your correspondence is attached herewith.

Please direct the certified copy and Certificate of Status to Andrea Maes, President, once approved. Andrea may be reached at (404) 927-5317, should you have any questions regarding this filing.

Thank you for your cooperation.

Sincerely,



William M. Grenier  
*Certified Public Accountant*

cc: A. Maas

CLERK OF THE STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

04 MAY 19 PM 12:39

RECEIVED



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 11, 2004

WILLIAM M GRENIER, CPA  
5012 76 ST EAST  
BRADENTON, FL 34203

SUBJECT: CITY VIEW INC.  
Ref. Number: W04000018178

We have received your document for CITY VIEW INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 204A00032939

**CERTIFICATE OF INCORPORATION**

**FILED**

**OF**

04 MAY 19 AM 7:55

**CITY VIEW MARKET INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A STOCK CORPORATION**

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Florida, do hereby certify as follows:

**FIRST:** The name of the corporation (the "Corporation") is **CityView Market Inc.**

**SECOND:** The address of the Corporation's registered office in the State of Florida is 4401 Chimney Creek Drive, Sarasota, Florida 34235, County of Sarasota. The name of the Corporation's registered agent at such address is Andrea Maes. The principal office shall be the same as the registered office.

**THIRD:** The purpose of the Corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of the State of Florida.

**FOURTH:** The total number of shares which the Corporation shall have authority to issue is one thousand (10,000) shares of Common Stock, par value of \$.01 per share.

**FIFTH:** Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

**SIXTH:** To the full extent permitted by the General Corporation Law of the State of Florida or any other applicable laws presently or hereafter in effect, no director of the corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

**SEVENTH:** Each person who is or was or had agreed to become a Director or executive officer of the Corporation, or while serving as a Director or executive officer of the Corporation is or was serving or who had agreed to serve at the request of the Board of Directors or an executive officer of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Florida or any other applicable law as presently or hereafter in effect. The Corporation may, by action of the Board of Directors, provide indemnification to other officers, employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of Directors and executive officers.

The right of indemnification provided in this Article Seventh shall not be exclusive of any other rights to which any person seeking indemnification may otherwise be entitled, and shall be applicable to matters otherwise within its scope irrespective of whether such matters arose or arise before or after the adoption of this Article Seventh. Without limiting the generality or the effect of the foregoing, the Corporation may adopt bylaws, or enter into one or more agreements with any person, which provide for indemnification greater or different than that provided in this Article Seventh.

**EIGHTH:** In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Florida or other statutes or laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional bylaws and may alter, amend or repeal any bylaw whether adopted by them or otherwise. The Corporation may in its bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

**NINTH:** The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

**TENTH:** The name and mailing address of the incorporator is Andrea Maes, 4401 Chimney Creek Drive, Sarasota, Florida 34235.

**ELEVENTH:** The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Andrea Maes	4401 Chimney Creek Drive, Sarasota, FL 34235
Thomas N. Maes	4401 Chimney Creek Drive, Sarasota, FL 34235
Douglas Cisler	2625 Darwin Avenue, Sarasota, FL 34239
Norman Maes	12006 Walden Park Place, Bakersfield, CA 93311

IN WITNESS WHEREOF, I the undersigned, being the incorporator herein above named, do hereby execute this Certificate of Incorporation this 5th day of May, 2004.

Andrea Maes 5/6/04  
Andrea Maes Date

[Signature] 5/6/04  
Witness Date