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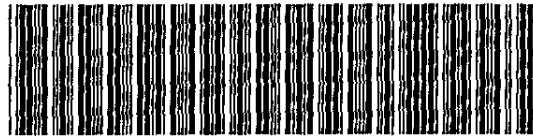
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J. Shivers SEP 06 2005

**VERNIS & BOWLING**  
**OF CENTRAL FLORIDA, P.A.**

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September 2, 2005

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

Re: Incorporation of MK & AG, Marc Kevin & Alain Guillaume, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Organization and a Designation of Registered Agent for a Florida Corporation.

Please provide me a certificate of status and a certified copy of these articles.

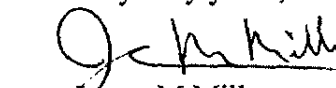
A check in the amount of \$87.50 is enclosed. It represents payment for:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$ 8.75
Certificate of Status	\$ 8.75

**TOTAL** \$ 87.50

If there is a problem, please let me know immediately.

Very truly yours,

  
James M Miller,  
For the Firm

**ARTICLES OF ORGANIZATION**

**FOR**

**MK & AG, MARC KEVIN & ALAIN GUILLAUME, INC.**

The undersigned incorporator for the purposes of forming a for-profit corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME:**

The name of the corporation is **MK & AG, MARC KEVIN & ALAIN GUILLAUME, INC.** The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II - PRINCIPAL OFFICE:**

The principal address of the Corporation shall be 300 Beach Drive NE, Suite 101, St. Petersburg, FL. 33701

**ARTICLE III - REGISTERED OFFICE AND AGENT:**

The address of the Registered Agent in the State of Florida is 1450 S. Woodland Blvd., 4<sup>th</sup> Floor, DeLand, FL 32720 in the County of Volusia. The name of the Registered Agent at such address is James M. Miller, Esquire

**ARTICLE IV - CORPORATE PURPOSES, POWERS AND RIGHTS:**

The general purpose for which this corporation is organized shall be:

1. To establish and run an Italian Gelato (ice cream) and Coffee Shop serving breakfast and lunch.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred to a Corporation by the

Florida Business Corporation Act.

**ARTICLE V - CAPITAL STOCK:**

The number of shares of capital stock which the Corporation has the authority to issue is one thousand (1,000) shares of common stock ("Common Stock"), at one-dollar (\$1.00) par value, per share.

**ARTICLE VI - INCORPORATOR:**

The name and mailing address of the incorporator of this Corporation is as follows:

James M. Miller                      1450 S. Woodland Blvd., 4<sup>th</sup> Floor, DeLand, FL 32720

**ARTICLE VII - BOARD OF DIRECTORS:**

1.     The number of members of the Board of Directors may be increased or diminished from time to time by the By-laws; provided, however, there shall never be less than one (1). Each director shall serve until the next annual meeting of shareholders.

2.     If any vacancy occurs on the Board of Directors during a term, the remaining Directors, by affirmative vote of a majority thereof, may elect a Director to fill the vacancy until the next annual meeting of the Shareholders.

3.     The names and mailing addresses for the persons who shall serve as the Directors of the Corporation until the first annual meeting of the Shareholders is as follows:

- a.     Marc Motheu  
        300 Beach Drive NE, Suite 101  
        St. Petersburg, FL. 33701
- b.     Alain Guillaume  
        300 Beach Drive NE, Suite 101  
        St. Petersburg, FL. 33701

#### **ARTICLE VIII - OFFICERS:**

1. The number of Officers may be increased or diminished from time to time by the By-laws; provided, however, there shall never be less than one (1). Each officer shall serve until the next annual meeting of Shareholders.

2. If any vacancy occurs in the Officers during a term, the remaining officers, by affirmative vote of a majority thereof, may elect an officer to fill the vacancy until the next annual meeting of Shareholders.

3. The names and mailing addresses of the persons who shall serve as Officers of this Corporation until the first meeting of the Shareholders is as follows:

<u>Position</u>	<u>Name</u>	<u>Address</u>
President	Alain Guillaume	300 Beach Drive NE, Suite 101 St. Petersburg, FL. 33701
Vice President	Marc Motheu	300 Beach Drive NE, Suite 101 St. Petersburg, FL. 33701
Secretary	Marc Motheu	300 Beach Drive NE, Suite 101 St. Petersburg, FL. 33701
Treasurer	Alain Guillaume	300 Beach Drive NE, Suite 101 St. Petersburg, FL. 33701

#### **ARTICLE IX - AMENDMENT:**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon Shareholders herein are granted subject to this reservation.

#### **ARTICLE X - BY-LAWS:**

The power to adopt, amend, or repeal By-laws for the management of this Corporation shall

be vested in the Board of Directors or the Shareholders, but the Board of Directors may not repeal or amend any By-law adopted by the Shareholders if the Shareholders specifically provide that such By-law is not subject to amendment or repeal by the Board of Directors.

#### **ARTICLE XI - INDEMNIFICATION:**

The Corporation shall indemnify any Incorporator, Officer, or Director or any former Incorporator, Officer or Director to the full extent permitted by law.


#### **ARTICLE XII - TRANSFER OF SHARES:**

If, from time to time, a Shareholder's Agreement among all the Shareholders of the Corporation is in effect regarding the sub-chapter "s" status of this Corporation, pursuant to the Internal Revenue Code of the United States, then transfers of the Corporation's Common Stock made, not in accordance with such Agreement, whether by operation of law or otherwise, are null and void, ab initio.

The undersigned, for the purposes of forming a Corporation under the laws of the State of Florida, does make, file and record these Articles of Organization, and does certify that the facts herein are true.

I have accordingly hereunto set my hand and seal at DeLand, Volusia County, Florida, on this

31<sup>ST</sup> day of August, 2005.

  
JAMES M. MILLER  
Incorporator

**DESIGNATION AND ACCEPTANCE**

**OF**

**REGISTERED AGENT**

Pursuant to the provisions of F.S. § 607.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida:

1. The name of the Corporation is: MK & AG, Marc Kevin & Alain  
Guillaume, Inc.
2. The name of the Registered Agent is: James M. Miller
3. The address of the Registered Agent/  
Registered Office is: James M. Miller  
1450 S. Woodland Blvd., 4<sup>th</sup> Floor  
DeLand, FL 32720

**ACKNOWLEDGMENT**

Having been named as Registered Agent and designated to accept service of process for this Corporation, 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.

Dated this 31<sup>st</sup> day of August, 2005.

  
JAMES M. MILLER