

MAY-26-2006 10:32

GRAY, HARRIS & ROBINSON, P.A.

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From:

Account Name : GRAY, HARRIS & ROBINSON, P.A. - ORLANDO
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FLORIDA PROFIT/NON PROFIT CORPORATION

Bella Brands Corporation

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
BELLA BRANDS CORPORATION

The undersigned Incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

Bella Brands Corporation

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share. Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

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ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address of the Corporation is:

2251 SW 131st Terrace
Davie, FL 33325

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Robert F. Lewis, Esquire
GrayRobinson, P.A.
401 East Las Olas Boulevard,
Suite 1850
Ft. Lauderdale, FL 33301

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

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ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial Director of this Corporation and street address is:

Kristina Bruni
2251 SW 131st Terrace
Davie, FL 33325

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

Robert F. Lewis, Esquire
GrayRobinson, P.A.
401 East Las Olas Boulevard,
Suite 1850
Ft. Lauderdale, FL 33301

ARTICLE X. INDEMNIFICATION.

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 25th day of May, 2006


Robert F. Lewis

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

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

That Bella Brands Corporation, desiring to organize under the laws of the State of Florida, has named Robert F. Lewis, GrayRobinson, P.A., located at 401 E. Las Olas Blvd., Ft. Lauderdale, Florida 33301, Broward County, State of Florida, as agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, Robert F. Lewis hereby accepts the appointment, acknowledges that he is familiar with and accepts the obligations of that position, and agrees to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Dated this 25th day of May, 2006


Robert F. Lewis

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