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(((H07000123941 3)))



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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ALESSI BAKERY CAFE, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	05
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Electronic Filing Menu

Corporate Filing Menu

Help

MRD 5/8

H07000123941 3

**ARTICLES OF INCORPORATION  
ALESSI BAKERY CAFE, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is **ALESSI BAKERY CAFE, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and the mailing address of the Corporation is:

2909 West Cypress Street  
Tampa, FL 33609

**ARTICLE III  
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of capital stock which shall be designated "Common Shares" and all of which shall have the same rights and privileges.

Each Share of capital stock shall entitle the holder thereof one vote at any stockholders' meeting and otherwise to participate in all meetings and in the assets of the corporation, and such shares shall be fully paid and non-assessable. They shall be issued for such consideration as may be determined by the Board of Directors. They may be paid for in lawful money of the United States of America, or in property, labor or services. In the absence of fraud, the judgment of the Directors as to the value of property or series received in consideration for the issuance of said stock shall be conclusive and binding upon all persons whomsoever.

**ARTICLE V  
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by any bylaws that may be adopted by the Stockholders, but shall never be less than one (1). Vacancies on the Board of Directories may be filled at any meeting of the Stockholders or at any meeting of the Directors. Directors need not be Stockholders of the corporation. They shall hold office after their election for a period of one (1)

H07000123941 3

H07000123941 3

year or until their successors are duly elected and qualified, subject to their removal by the Stockholders at any time with or without cause.

The Board of Directors shall have complete charge of the business of the corporation and shall have power to elect a committee of the Board and to delegate to that committee, as well as to the Officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable. The Board of Directors shall elect the Officers of the corporation who shall consist of the President, Secretary and Treasurer and such other Officers as the Board of Directors deems advisable. The Board of Directors shall elect the Officers of the Corporation who shall consist of a President, Secretary and Treasurer and such other Officers as the Board of Directors deems to be advisable and shall determine the compensation of such Officers including those who may also be Directors. None of these Officers are required to be Stockholders of the corporation. All such Officers shall have such rank, tenure of office, powers and duties as may be prescribed by the bylaws or the Directors by appropriate resolution.

The following persons, listed with their address, shall, constitute the first board of directors of the corporation:

NAMEADDRESS

Phil Alessi

2909 West Cypress Street  
Tampa, FL 33609

H07000123941 3

H07000123941 3

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Willard A. Blair  
101 East Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602

**ARTICLE VII**  
**INCORPORATOR**

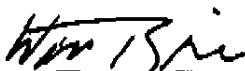
The name and address of the person signing these Articles as Incorporator is:

Willard A. Blair  
101 East Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4<sup>th</sup> day of May, 2007.

  
\_\_\_\_\_  
Willard A. Blair  
Incorporator

H07000123941 3

H07000123941 3

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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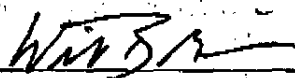
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the relevant provisions of the Florida Statutes, 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 Alessi Bakery Cafe, Inc.
2. The name and street address of the registered agent and office in the State of Florida are:

Willard A. Blair  
Shumaker, Loop & Kendrick, LLP  
101 East Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Willard A. Blair  
Registered Agent

Dated: May 4<sup>th</sup>, 2007

H07000123941 3