

**P95000014170**

LAW OFFICES OF  
**STEPHEN STRATFORD**  
1301 RIVERPLACE BOULEVARD, SUITE 1638  
JACKSONVILLE, FLORIDA 32207

STEPHEN STRATFORD

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February 14, 1995

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

Re: Sergio Foods, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation of the above corporation. Please file these original documents in your office and certify and return to us one copy of the Articles of Incorporation.


We are enclosing our firm check in the amount of \$122.50 in payment of the following:

Filing Fee, Articles of Incorporation	\$ 35.00
Designation of Registered Agent Fee	\$ 35.00
Certified Copy, Articles of Incorporation	\$ 52.50
TOTAL	\$122.50

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance in this matter.

Sincerely yours,

  
STEPHEN STRATFORD

SS/cr

Enclosures

EFFECTIVE DATE

FEB 13 1995

FILED  
55 FEB 17 7 18 PM  
TALLAHASSEE  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
SERGIO FOODS, INC.

FILED  
95 FEB 17 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is SERGIO FOODS, INC., whose principal office and mailing address is 1021 Atlantic Boulevard, Atlantic Beach, Florida 32233.

Article II

Duration

The duration of the corporation is perpetual.

Article III

Purpose

The specific purposes for which the corporation is organized are the following:

(a) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

(b) To do all such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

(c) To own, conduct, operate, maintain and carry on a general restaurant, cafeteria and catering business, including but not limited to, the preparing, serving, and selling of various foods and beverages, in the State of Florida, and at such other place or places as may be determined upon by the Board of Directors of this corporation; also to buy, lease,

EFFECTIVE DATE

FEB 13 1995

acquire, own, sell, or otherwise dispose of property of all kinds, both real and personal, that may be necessary, incident or convenient to the carrying on of the above described business.

#### Article IV

##### Capital Stock

The aggregate number of shares which the corporation is authorized to issue is one hundred (100) shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

#### Article V

##### Initial Registered Office and Agent

The street address of the initial Registered Office of the corporation is 1301 Riverplace Boulevard, Suite 1638, Jacksonville, Florida 32207, and the name of its initial Registered Agent at that address is STEPHEN STRATFORD.

#### Article VI

##### Initial Board of Directors

The number of directors constituting the initial Board of Directors is one (1). The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is SERGIO ZUCHELLI, 1021 Atlantic Boulevard, Atlantic Beach, Florida 32233.

#### Article VII

##### Incorporators

The name and address of each incorporator is SERGIO

ZUCCHELLI, 1021 Atlantic Boulevard, Atlantic Beach, Florida  
32233.

#### Article VIII

##### Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### Article IX

##### Stock Transfer and Restrictions

Shares of capital stock of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

SERGIO ZUCCHELLI 100 Shares

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this article and which may also include the corporation as a party.

#### Article X

##### Rights of Initial Directors

Each of the initial directors shall have the right to be a director of the corporation as long as that respective director is a shareholder of the corporation. By acquiring stock in this corporation, each shareholder agrees to abide by this right and to elect each of the initial directors named in these

Articles of Incorporation to the office of director as long as that director is a shareholder of the corporation. This article may not be amended in any way without the written consent of each of the initial directors who is a shareholder of the corporation at the time of the amendment.

Article XI

Commencement of Corporate Existence

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF the undersigned has signed these Articles of Incorporation on this 13<sup>th</sup> day of February, 1995.

Sergio Zucchelli  
SERGIO ZUCHELLI

STATE OF FLORIDA:  
COUNTY OF DUVAL :

Before me personally appeared SERGIO ZUCHELLI, who is personally known to me and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 13<sup>th</sup> day of February, 1995.

Carol E. Riosky  
Notary Public, State of Florida  
Print Name: CAROL E. Riosky

MY COMMISSION EXPIRES: 3-13-97



CAROL E. RIOSKY  
MY COMMISSION EXPIRES 3-13-97  
BONDED TO THE FIDELITY AND SURETY CO., INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SERGIO FOODS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 15 day of February, 1995.

  
STEPHEN STRATFORD

FILED  
95 FEB 17 14 354  
SECRETARY OF STATE  
TALLAHASSEE FL 32399