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DAVID F. WILSEY

STEVEN M. WILSEY
Also Certified
Public Accountant

ROBERT W. FISHER
Of Counsel

EFFECTIVE DATE

March 10, 1995

Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32301

Re: LENNY & VINNY'S OF COUNTRYSIDE, INC.

100001430821
-03/15/95--01107--016
***122.50 ***122.50

Gentlemen:

Enclosed are the following:

1. ARTICLES OF INCORPORATION for Lenny & Vinny's of Countryside, Inc.
2. RESIDENT AGENT DESIGNATION.
3. Check for:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered	
Agent Des.	<u>35.00</u>
Total	<u>\$122.50</u>

Please return a certified copy to my office. Thank you for your attention to this matter.

Very truly yours,


GEORGE F. WILSEY

GFW/cs
Enclosures

A:\SMWCS-FORMS\CORP.FRM\SECSTATE.LTR

FILED
95 MAR 15 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

REGISTER MAR 16 1995

EFFECTIVE DATE
3-7-95

FILED
25 MAR 15 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

LENNY & VINNY'S OF COUNTRYSIDE, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be LENNY & VINNY'S OF COUNTRYSIDE, INC., and it shall have perpetual existence.

ARTICLE II

The authorized capital stock of the corporation shall be of one class of voting stock consisting of 1,000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be the sum of \$1,000.00.

ARTICLE V

The designated registered principal office of the corporation shall be 6950 Central Avenue, Suite 160, St. Petersburg, Florida 33707. The registered agent of the corporation shall be ALAN STEINBACH. The principal office and mailing address of the corporation is 6950 Central Avenue, Suite 160, St. Petersburg, Florida 33707.

ARTICLE VI

The number of Directors of the corporation shall be one (1) in number, which may be increased or decreased by vote of the stockholders but shall never be less than one (1) nor more than seven (7). The subscribers of the corporation, and the Directors and Officers, as set forth by their respective names, for the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

OFFICE

NAME

President

PAUL L. SAMSON
11101 North Dale Mabry
Tampa, Florida 33618

ARTICLE VII

The corporate existence shall commence as of the date of subscription and acknowledgement of these Articles of Incorporation, if these Articles are filed with the Secretary of State of Florida within five (5) days of such date (exclusive of legal holidays) or if not so filed, then on the date same are filed.


PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not

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Lenny & Vinny's of Countryside, Inc.

limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

 (SEAL)
PAUL L. SAMSON

STATE OF FLORIDA:
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this 7th day of March, 1995, by PAUL L. SAMSON, who is personally known to me or who produced _____ as identification, and who did take an oath.


NOTARY PUBLIC



BARBARA R GANN
My Commission CC429329
Expires Dec. 26, 1998
Bonded by HAI
800-422-1555

FILED
95 MAR 15 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That LENNY & VINNY'S OF COUNTRYSIDE, INC., desiring to organize under the laws of the State of Florida with its principal office and designated registered office, as indicated in Articles of Incorporation at St. Petersburg, Pinellas County, State of Florida, has named ALAN STEINBACH, as its agent to accept service of process within this state.

LENNY & VINNY'S OF
COUNTRYSIDE, INC.

By: Paul L. Samson, President
PAUL L. SAMSON, President

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and to comply with the provision of said Act relative to keeping open said office. I am familiar with and accept the obligations of Resident Agent.

Alan Steinbach
ALAN STEINBACH