

P45000026045

LAW OFFICES
JOHN W. THIEBES
423 BREVARD AVENUE
POST OFFICE BOX 1926
COCOA, FLORIDA 32023-1926

ADMITTED IN
FLORIDA AND MISSOURI

TELEPHONE
(407) 639-2000
TELECOPIER
(407) 639-2025

March 27, 1995

Florida Secretary of State
Corporate Records Division
Florida State Capital
Tallahassee, Florida 32304

Re: FOGGIA FLORIDA, INC.

9500000069490
-04/06/95--01099--003
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the executed original and a copy of the Articles of Incorporation for the above-referenced Corporation. Also, enclosed is our check in amount of \$122.50 to cover the requisite filing fee.

Upon filing, please return the copy of the Articles of Incorporation stamped with the filing information to me at the above address.

Thank you for your assistance regarding this matter.

Very truly yours,


John W. Thiebes, Esquire

JWT/dmc

Enclosure(s)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FOGGIA FLORIDA, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name and address of the Corporation is:

FOGGIA FLORIDA, INC.
1801 Waverly Place
Melbourne, Florida 32901

ARTICLE II

This Corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

This Corporation may engage in or transact any or all lawful activities or technical business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

This Corporation is authorized to issue 2000 shares of \$1.00 par value common stock.

ARTICLE V

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

JOHN W. THIEBES
423 Brevard Avenue
Cocoa, Florida 32922

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

ARTICLE VI

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors of this Corporation is:

PAT DELUCA
344 WESTWOOD DRIVE
STEUBENVILLE, OHIO 43952

ARTICLE VII

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

DAN DELUCA
1801 Waverly Place
Melbourne, Florida 32901

ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation, to-wit:

A. The Board of Directors from time to time shall determine whether and to what extent, and to which time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the Shareholders.

B. The Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issue of new certificates therefor.

C. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party to, or may be interested in, any such contract or transaction of the Corporation, or in which the Corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from his contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director(s) of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

ARTICLE IX

This Corporation reserves the right to repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

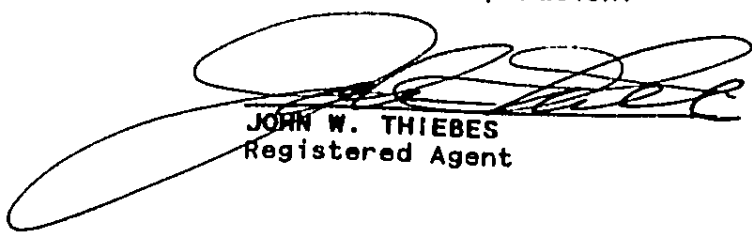
ARTICLE X

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. The Corporation may exercise all powers now granted, or which in the future may be granted, by the Business Corporation Law to corporations formed thereunder, subject to any limitation imposed by the Business Corporation Law or any other statute of the State of Florida, and except as such powers may be limited by or be inconsistent with the Small Business Investment Act of 1958, as amended, and the Regulations issued thereunder.

ARTICLE XI

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



JOHN W. THIEBES
Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of March, 1995.



DAN DELUCA
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared DAN DELUCA known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
27 day of MARCH, 1995.



JOHN W THIEBES
My Commission CC395338
Expires Jul. 26, 1998
Bonded by HAI
800-422-1555

[Handwritten Signature]
NOTARY PUBLIC
State of Florida at Large
My Commission Expires: