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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
IVY'S CAFE & DELI COMPANY

The undersigned Incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME.

The name of the corporation shall be Ivy's Cafe & Deli Company.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office and mailing address of the Corporation is 4001 Tamiami Trail North, Suite 250, in Collier County, State of Florida 33940. The initial registered agent at this address is David McElrath.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. PURPOSES.

The purposes for which this Corporation is organized is to engage in Business ventures of all kinds and to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

#### ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue and have outstanding at any time is ten thousand (10,000).

Section 2. Pre-emptive Rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000.00).

#### ARTICLE VIII. INTERESTED DIRECTORS.


No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

ARTICLE IX. INCORPORATORS.

The name and street address of the Incorporator to these Articles of Incorporation is:

David McElrath, Esquire  
4001 Tamiami Trail North  
Suite 250  
Naples, FL 33940

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 11<sup>TH</sup>  
day of August, 1995.



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DAVID McELRATH

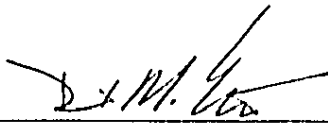
**CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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 Ivy's Cafe & Deli Company.
2. The name and address of the registered agent and office is:

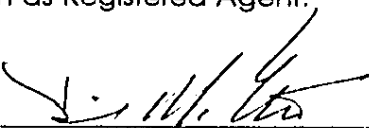
David McElrath, Esquire  
4001 Tamiami Trail North  
Suite 250  
Naples, FL 33940

8/11/95  
Date

  
David McElrath

Having been named as Registered Agent and to accept service of process for the above-stated 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 obligations of my position as Registered Agent.

8/11/95  
Date

  
David McElrath

TALLAHASSEE, FLORIDA

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