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January 11, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-01/17/96--01105--019
*****122.50 *****122.50

Re: **SIEMPRE COSI, INC.**

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, along with my check in the amount of \$122.50, for payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

Please file the enclosed Articles and return a certified copy to me. Thank you for your assistance in this matter.

Sincerely,


Kohn Bennett, Esquire

KB/edr
Enclosures

FILED
96 JAN 17 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
SIEMPRE COSI, INC.**

96 JUN 17 PM 3:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is **SIEMPRE COSI, INC.**

**ARTICLE II
Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
Purposes**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE IV
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.50 per share.

ARTICLE V
Initial Registered Office and Agent

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: **COSMO VAUDO**, 580 South Brevard Avenue, Unit 845, Cocoa Beach, Florida 32931.

The principal office of the corporation is as follows: 580 South Brevard Avenue, Unit 845, Cocoa Beach, Florida 32931.

ARTICLE VI
Directors

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The name and street address of the initial director of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
COSMO VAUDO	580 South Brevard Avenue, Unit 845 Cocoa Beach, Florida 32931

ARTICLE VII
Incorporator

The name and street address of the incorporator of this corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
COSMO VAUDO	580 South Brevard Avenue, Unit 845 Cocoa Beach, Florida 32931

ARTICLE VIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these

Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 9th day of January, 1996.

Cosmo Vaudo
COSMO VAUDO

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 9th day of January, 1996, by **COSMO VAUDO**.



Elaine Robinson
NOTARY PUBLIC

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Section 607.0505, the following is submitted:

SIEMPRE COSI, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **COSMO VAUDO** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 580 South Brevard Avenue, Unit 845, Cocoa Beach, Florida 32931.

Cosmo Vaudo
COSMO VAUDO

DATED: January 9, 1996

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Cosmo Vaudo
COSMO VAUDO

DATED: January . . 1996

FILED
96 JAN 17 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA