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Examiner's Initials

ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State providing for formation, liability, right, privileges and immunities and immunities of a corporation for profits.

Article I

CORPORATION NAME

The name of this corporation is: Papaya Pete's Inc. (Hereinafter referred to as the Corporation)

SCHELLER OF STATE

Article II

NATURE OF BUSINESS

- 1. The general nature of the business to be transacted by this corporation, together with, and in addition to, those powers conferred by the Law of this State and the principles of common law upon corporations, is the following:
- 2. In furtherance, and not in limitation, of the general powers conferred by Law and the objects and purposes herein set forth, this corporation shall also have the following powers:
- a) To enter into and perform contracts of every kind:
 to acquire and deal with its own stock, or stock in other
 corporations: to guarantee another's debts in furtherance of the
 lawful purposes of the corporation: to become a partner in any
 lawful business or venture.
- b) To apply for, purchase, register, or in any manner to acquire and dispose of patents, licenses, copyrights, trademarks, tradenames, inventions, or other rights, to work, operate, or develop the same: and to carry on any business which may directly or indirectly effectuate these objects.

- c) To buy, sell, produce, prepare, promote, distribute, maintain any and all products, goods, services, equipment associated, connected or necessary to food preparation and sale of the same, alone with any and all beverages associated with said business, but not limited to the above.
- d) Without limit to amount, to draw, make, accept, endorse discount, and issue notes, drafts, bills or exchange, bonds, debentures, and other negotiable instruments and evidence of indebtedness, to the maximum extent permitted by law.
- e) To acquire the assets and good will of any person, firm, or corporation, and to pay for such assets and good will in cash, stock of this corporation, or otherwise, or by undertaking any of the liabilities of the transferor: to hold or in any manner dispose of the property so acquired: to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.
- f) To have one or more offices, to conduct its business and promote its objects within or without the state.
- g) To carry on any other business in connection with the foregoing, and with all the powers conferred upon corporations by the Laws and statutes of the state.
- 3. The aforesaid enumerated powers are to be construed both as purposes and powers, and shall not be limited or restricted by the reference to or inference from the terms of any provision herein: nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

Article III

CAPITAL STOCK

The Maximum amount of stock to be issued at this time will be 100 and reserving the power to decrease or increase this amount as deemed necessary by the corporation.

Article IV

PRINCIPAL OFFICE AND RESIDENT AGENT

The principal place of business of said corporation is to be located at 4506 Shamrock Road, Tampa, Fl. 33611 with the privilege however, of having branch places of business at any other place or places within or without the State of Florida or in foreign countries.

Michael D. Scionti hereby designated as Resident Agent of the Corporation, at this address. 4506 Shamrock Road Tampa, Fl. 33611

Accepted:

Article V

AMOUNT OF CAPITAL TO BEGIN BUSINESS OPERATION WITH

The amount of capital with which this corporation will begin business is \$1,000.00

Article VI

NUMBER OF DIRECTORS

The number of Directors of this corporation shall be four but the bylaws may provide for an increase and decrease in the number thereof as authorized by Law.

Article VII

DIRECTORS

No additional shares of stock shall be issued unless approved by all shareholders. Record shareholders have first option rights to purchase shares from other shareholders.

The names of the first Board of Director of this corporation who shall hold office for the first year, or until successors are chosen, shall be:

President:

Michael D. Scionti

Vice-President: Robert A. Scionti

Secretary:

Robert A. Scionti

Treasurer:

Michael D. Scionti

Article VIII

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

Name

Address

Michael D. Scionti

4506 Shamrock Road Tampa, Fl. 33611

Robert A. Scionti

4506 Shamrock Road Tampa, Fl. 33611

The undersigned incorporators have executed theses Articles of Incorporation this 13th day of Febuary , 19 96 .

Article IX

SPECIAL PROVISIONS

The officers of this corporation shall be President, Vice-President, Treasurer, and a Secretary, and such other officers and agents as may be deemed necessary. All officers, agents, and factors as may be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors.

This corporation reserves the right to alter, amend, change, or repeal any provision contained in these Articles of Incorporation by a vote of its Board of Directors in the manner prescribed by Law.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have hereunto set our hands and seals this 13th day of Feburny 1996 for the purpose of forming this corporation under the Laws of Florida, and we hereby make and file in the Office of the Secretary of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.

(Seal)

X Millet (Seal)

State of Florida

County of Hillsborough

BEFORE ME, the undersigned authority, this day personally appeared Michael D. Scienti to me well known to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS my hand and official seal this 13th day of Fch. 1996A.D.

CHRISTOPHER W. THEODEAU Notary Public, State of Florida My comm. expires July 10, 1999 No. CC479108

Notary Public

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