

David S. Eldredge, P.A.

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February 13, 1996

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

Re: LOUISE'S PIZZA & RESTAURANT, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation for the above-named corporation, together with my check in the amount of \$70.00 to cover the filing costs.

Kindly acknowledge receipt and filing of same by placing your date stamp on the enclosed copy of the Articles of Incorporation and return same to the undersigned in the envelope provided.

If you should require additional information, please don't hesitate to contact me.

Sincerely,

David S. Eldredge

David S. Eldredge
Attorney At Law

DSE/bss

Enclosures

P96-16248

DMC
2-21-96

FILED
96 FEB 19 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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OF

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LOUISE'S PIZZA & RESTAURANT, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

LOUISE'S PIZZA & RESTAURANT, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to own and operate a pizzeria and Italian restaurant; and to engage in every and any respect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property of the corporation, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a par value of One Dollar and NO/100 (\$1.00). The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED DOLLARS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 3408 South Atlantic Avenue, Daytona Beach Shores, FL 32119. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased from time to time, by By-laws adopted by the stockholders.

The names and post office addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
DOMINICK F. APPIO Director	3630 South Central Ave. Flagler Beach, FL 32136
ANDREW A. APPIO Director	1422 North Central Ave. Flagler Beach, FL 32136
CAROLYN A. APPIO Director	1422 North Central Ave. Flagler Beach, FL 32136

ARTICLE VIII. INITIAL STOCKHOLDERS

<u>NAME</u>	<u>ADDRESS</u>
DOMINICK F. APPIO Stockholder	3630 South Central Ave. Flagler Beach, FL 32136
ANDREW A. APPIO Stockholder	1422 North Central Ave. Flagler Beach, FL 32136
CAROLYN A. APPIO Stockholder	1422 North Central Ave. Flagler Beach, FL 32136

ARTICLE IX. INITIAL OFFICERS

The name and post office address of the initial officers are:

<u>NAME</u>	<u>ADDRESS</u>
DOMINICK F. APPIO President/Treasurer	3630 South Central Ave. Flagler Beach, FL 32136
ANDREW A. APPIO Vice President	1422 North Central Ave. Flagler Beach, FL 32136
CAROLYN A. APPIO Secretary	1422 North Central Ave. Flagler Beach, FL 32136

ARTICLE X. INCORPORATOR

The name and post office address of the sole incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
DOMINICK F. APPIO	3630 South Central Avenue Flagler Beach, FL 32136

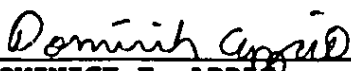
ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended only by the unanimous vote of the stockholders.

ARTICLE XII. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be **DOMINICK F. APPIO**, 3630 South Central Avenue, Flagler Beach, FL 32136, to accept service of process within the State as to this corporation.

The Registered Agent and office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.



DOMINICK F. APPIO
REGISTERED AGENT/INCORPORATOR

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **DOMINICK F. APPIO**, to me personally known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before that **DOMINICK F. APPIO** subscribed to those Articles of Incorporation. Declarant is personally known to me, or produced a driver's license as identification.

Witness my hand and official seal in the County and State named above
this **DOMINICK F. APPIO**.

NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

96 FEB 19 PM 4:09

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS

SUBMITTED:

FIRST: THAT LOUISE'S PIZZA & RESTAURANT, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1408 SOUTH ATLANTIC AVENUE, DAYTONA BEACH SHORES, FL 32119, HAS NAMED DOMINICK F. APPIO, 3630 SOUTH CENTRAL AVENUE, FLAGLER BEACH, FL 32136, AS ITS REGISTERED AGENT AND OFFICE TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Dominick Appio

DOMINICK F. APPIO

DATE: February 14, 1996

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Dominick Appio

DOMINICK F. APPIO

REGISTERED AGENT

DATE: February 14, 1996