

P96000016792

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TOULIA XIOUTAS, INC.
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00.

FROM: W.R. KLEIN, P.A.
1900 MAIN STREET SUITE 210
SARASOTA, FL 34236

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-02/08/96--01070--004
*****70.00 *****70.00

W96-3178

AL FEB 23 1995

FILED
96 FEB 23 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

February 12, 1996

W.R. KLEIN, P.A.
1900 MAIN STREET, SUITE 210
SARASOTA, FL 34236

SUBJECT: TOULLA XIOUTAS, INC.
Ref. Number: W9600003178

We have received your document for TOULLA XIOUTAS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 196A00006115

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ARTICLES OF INCORPORATION
OF
TOULLA XIOUTAS, INC.

96 FEB 23 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

TOULLA XIOUTAS, INC.

The address of the principal office of this corporation shall be 1900 Main Street Suite 210 Sarasota, FL 34236 and the mailing address of the corporation shall be the same.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in 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.

ARTICLE III CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having .01¢ (cents) par value per share and 1,000 preferred stock having .01 (cents) par value per share with only the common stock having voting rights.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1900 Main Street Suite 210 Sarasota, FL 34236, and the name of the initial registered agent of the corporation of that address is WILLIAM RANDOLPH KLEIN

ARTICLE V INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is: W.R. KLEIN, P.A., 1900 Main Street, Suite 210, Sarasota, FL 34236.

ARTICLE VI TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the Initial Board of Directors. The number of Directors may either increase or decrease from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the Initial Board of Directors of this corporation is : TOULLA XIOUTAS

ARTICLE IV INDEMNIFICATION


The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned agent WILLIAM RANDOLPH KLEIN has hereunto set his hand, this 31st day of January, 1996.


WILLIAM RANDOLPH KLEIN


WILLIAM RANDOLPH KLEIN, Agent

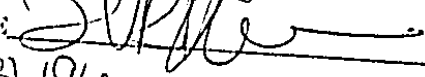
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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:
TOULLA XIOUTAS, INC.
2. The name and address of the registered agent and office is:
WILLIAM RANDOLPH KLEIN
1900 Main Street Suite 210
Sarasota, Fl 34236

SIGNATURE 
TITLE Registered Agent
DATE 1/31/96

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.

SIGNATURE 
DATE 1/31/96

FILED
36 FEB 23 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA