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JAMES KARL & ASSOCIATES ATTORNEYS IN FLORIDA, CONN. & NEW YORK
975 NORTH COLLIER BOULEVARD • MARCO ISLAND, FL. 33937 • (941) 642-9988 • FAX: (941) 642-9998

February 13, 1996

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

Re: Articles of Incorporation of Joey G's, Inc.

To the Secretary of State:

We have enclosed for filing the Articles of Incorporation for the above referenced corporation together with the filing fee of \$70.00. Could you please acknowledge your receipt and filing of same by stamping the enclosed copy of the Articles of Incorporation and returning it in the stamped, self-addressed envelope provided.

We appreciate your attention to this matter.

Very truly yours,

James L. Karl II
James L. Karl II

JLK/rr

Enclosures

cc: client

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION OF
JOEY G'S, INC.

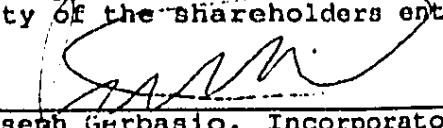
- I. NAME: The name of the corporation is: Joey G's, Inc.
- II. TERM OF EXISTENCE: Unlimited.
- III. NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States or of the laws of the State of Florida.
- IV. CAPITAL STOCK: The aggregate number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.
- V. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL: No shareholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offerer and the corporation. If the parties cannot agree as to the value of the shares each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit. On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.
- VI. ADDRESS AND REGISTERED AGENT: The street address of the initial registered office of the corporation is: Joseph Gerbasio 1062 Hartley Ave. #101, Marco Island, FL 33937, and the name of its initial registered agent is: Joseph Gerbasio.
- VII. PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office and mailing address of the corporation is the same, to wit:
- 1062 Hartley Ave. #101, Marco Island, FL 33937

VIII. INCORPORATOR: The name and address of the incorporator to the articles is:

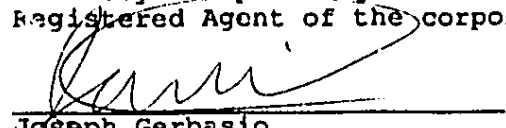
Joseph Gerbasio
1062 Hartley Ave. #101
Marco Island, FL 33937

IX. MANAGEMENT OF THE CORPORATION: The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the shareholders.

X. AMENDMENT OF ARTICLES OF INCORPORATION: These articles may be amended in the manner provided by law. Every amendment shall be proposed by any shareholder and approved at a duly called shareholders' meeting by a majority of the shareholders entitled to vote thereon.


Joseph Gerbasio, Incorporator

I hereby accept designation as
Registered Agent of the corporation.


Joseph Gerbasio


State of Florida
County of Collier

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, personally appeared **Joseph Gerbasio**, who is/are personally known to me or has/have produced drivers' licenses as identification, who executed the foregoing instrument and acknowledged and took an oath before me that he executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this 21st day of February, 1996.

My commission expires:

(Seal)


Notary Public
State of Florida

