

RUDEN  
McCLOSKEY  
SMITH  
SCHUSTER &  
RUSSELL, P.A.  
ATTORNEYS AT LAW

1549 KINGLING BOULEVARD  
SUITE 600  
SARASOTA, FLORIDA 34236

POST OFFICE BOX 49017  
SARASOTA, FLORIDA 34230 6017

TELEPHONE: (941) 365-0140  
FAX: (941) 935-7590

PA60000037948  
April 20, 1996

Florida Department of State  
Division of Corporations  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, FL 32301

700001801387  
-04/30/96--01083--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: 1358 Main Street, Inc.  
Upper Crust of Sarasota, Inc.

Gentlemen:

Enclosed for filing are the proposed Articles of Incorporation for 1359 Main Street, Inc. and Upper Crust of Sarasota, Inc. Also enclosed are two checks in the amount of \$122.50 each to cover the following for each corporation:

- |    |                              |              |
|----|------------------------------|--------------|
| 1. | Filing fee                   | \$ 35.00     |
| 2. | Certified copy of Articles   | 52.50        |
| 3. | Registered Agent Designation | <u>35.00</u> |

\$122.50

Please file the original Articles and forward certified copies of the Articles to me at Post Office Box 49017, Sarasota, Florida 34230.

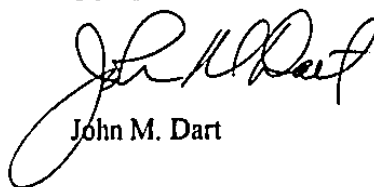
Sincerely yours,

MAY 2 1996

135B

RUDEN, McCLOSKEY, SMITH,  
SCHUSTER & RUSSELL, P.A.

John M. Dart



JMD:jlh  
Enclosures

FILED  
96 APR 29 PM 12:09  
TALLAHASSEE, FLORIDA  
STATE

96 APR 29 PM 12:09

TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
UPPER CRUST OF SARASOTA, INC.**

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

**ARTICLE I**

**NAME AND ADDRESS:** The name of the corporation is UPPER CRUST OF SARASOTA, INC., and its mailing address is 2401 Bayshore Road, Nokomis, Florida, 34275.

**ARTICLE II**

**DURATION:** The corporation shall exist perpetually.

**ARTICLE III**

**PURPOSE:** The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

**CAPITAL STOCK:** The corporation is authorized to issue:

- (a) One Thousand (1,000) shares of Class A Common Stock
- (b) Ten Thousand (10,000) shares of Class B Common Stock

The holders of Class A Common Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The holders of Class B Common Stock shall have no right to vote. The assets of the Corporation on dissolution shall be distributed to each shareholder of Class A and Class B Common Stock in the same proportion that the number of shares held by each shareholder on the date of dissolution bears to the total number of shares of all issued and outstanding Common Stock on such date.

the corporation is 1549 Ringling Boulevard, Suite 600, Sarasota, Florida 34236 and the name of the initial registered agent of the corporation at that address is Ruden, McClosky, Smith, Schuster & Russell, P.A.

#### ARTICLE VI

**INCORPORATOR:** The name and address of the person signing these Articles as incorporator is:

<u>Name</u>	<u>Address</u>
Henry H. Macler, Sr.	2401 Bayshore Road Nokomis, Florida 34275

#### ARTICLE VII


**CORPORATE EXISTENCE:** This corporation shall commence its existence at the time of filing of these Articles of Incorporation with the Department of State, Division of Corporations, State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota, Florida, this 26 day of April, 1996.

  
HENRY H. MACLER, SR.

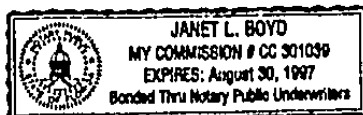
STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26 day of April, 1996, by HENRY H. MACLER, SR., who is personally known to me or who produced N/A as identification and who did (did not) take an oath.

  
Signature of Notary Public  
JANET L. BOYD  
Typed Name of Notary Public

My Commission Expires:

SAR:13511:1



1341 8:57  
96 APR 29 PM 12:09  
STATE  
TALLAHASSEE, FLORIDA

**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: UPPER CRUST OF SARASOTA, INC.
2. The name and address of the registered agent and office is:

Ruden, McClosky, Smith,  
Schuster & Russell, P.A.  
1549 Ringling Boulevard  
Suite 600  
Sarasota, Florida 34236

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.

RUDEN, McCLOSKY, SMITH,  
SCHUSTER & RUSSELL, P.A.

By: 

JOHN M. DART

RUDEN  
McCLOSKEY  
SMITH  
SCHUSTER &  
RUBBELL, P.A.

PA 60000037948

1549 RINGLING BOULEVARD  
SARASOTA, FLORIDA 34236  
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SARASOTA, FLORIDA 34230 6017  
TELEPHONE (941) 365-0140  
FAX (941) 935-7390  
E-MAIL: KM@RUBID.N.COM

August 15, 1996

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

600001926566  
-08/20/96--01100--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Upper Crust of Sarasota, Inc.

Dear Sirs:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Upper Crust of Sarasota, Inc. together with check to cover the cost of filing the Articles of Amendment. Please provide us with confirmation of the filing when it has been completed.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,  
SCHUSTER & RUBBELL, P.A.

*John M. Dart*  
John M. Dart

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

66 AUG 19 PM 2:57

APPROVED  
AND  
FILED

JMD/cms  
Enclosures

*CM*  
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ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
UPPER CRUST OF SARASOTA, INC.

1. Pursuant to Florida Statute 607.1006, UPPER CRUST OF SARASOTA, INC., hereby adopts the following Articles of Amendment to its Articles of Incorporation:

A. Article IV is deleted in its entirety and replaced with the following:

ARTICLE IV.

CAPITAL STOCK: The Corporation is authorized to issue:

- (a) One Thousand (1,000) shares of Class A Voting Common Stock
- (b) Five Hundred (500) shares of Class A Non-voting Common Stock

The holders of Class A Voting Common Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The holders of Class A Non-voting Common Stock shall have no right to vote. The assets of the Corporation on dissolution shall be distributed to each shareholder of Class A Voting and Class A Non-voting Common Stock in the same proportion that the number of shares held by each shareholder on the date of dissolution bears to the total number of shares of all issued and outstanding Common Stock on such date.

2. The Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

3. The Amendment was adopted on the 1st day of May, 1996.

4. The Amendment was approved by a vote of shareholders sufficient for approval in accordance with the corporation's Articles of Incorporation and Bylaws. Only one voting group was entitled to vote on the Amendment.

Dated this 1st day of May, 1996.

ATTEST:

UPPER CRUST OF SARASOTA, INC.

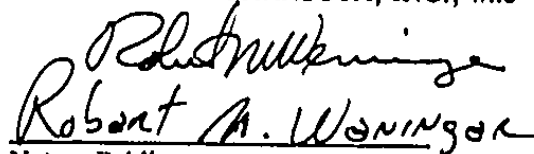
*Melissa's Speed*  
Secretary

By: *Henry H. Macler*  
Henry H. Macler, Sr.  
Title: Chairman of the Board

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF SARASOTA

This instrument was acknowledged before me this 1<sup>st</sup> day of May, 1996 by HENRY  
H. MACLER, SR., as Chairman of the Board of UPPER CRUST OF SARASOTA, INC., who  
is personally known to me.

  
Robert M. Weninger  
Notary Public

\_\_\_\_\_  
Print Name of Notary

My Commission Expires:

**ROBERT M. WENINGER**  
Notary Public, State of Florida  
My comm. expires May 27, 1997  
No. CC290406