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Requestor's Name
SMITH and SMITH, INC.
1018 Courtney Dr. Suite 3
St. Johns, Florida 32081
(904) 292-2440

City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 APR 26 PM 11:25
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PAN Y VINO, INC.**

FILED
96 APR 26 PM 11:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation is PAN Y VINO, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or unreal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence upon filing Articles and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1919 Courtney Drive, Ste. 3, Fort Myers, Florida, 33901 and the name of the initial registered agent of this corporation is WILLIAM I. JOFFE whose address is 1919 Courtney Drive, Ste. 3, Fort Myers, Florida, 33901.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is WILLIAM I. JOFFE, 1919 Courtney Drive, Ste. 3, Fort Myers, Florida, 33901.

ARTICLE IX - INCORPORATOR

The name and address of the person(s) signing these articles is WILLIAM I. JOFFE, 1919 Courtney Drive, Ste. 3, Fort Myers, Florida, 33901

ARTICLE X

The name and post office address of the initial subscribers of this certificate of incorporation and the number of shares of the capital stock of this corporation subscribed by the said subscribers of these Articles of Incorporation are as follows:

WILLIAM I. JOFFE, 1919 Courtney Drive, Ste. 3, Fort Myers, Florida, 33901 - 550 shares.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XII

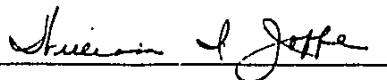
No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily

or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is that is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with the force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XIII

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation this 24 day of April, 1996.



Subscriber - William I. Joffe

Subscriber -

Subscriber -

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **Pan y Vino, Inc.** desiring to organize under the laws of the State of **Florida** with its principal office, as indicated in the Articles of Incorporation at: **1919 Courtney Drive, Ste. 3**, in the city of **Fort Myers**, County of **Lee**, state of **Florida**, has named **WILLIAM I. JOFFE** located at **1919 Courtney Drive**, city of **Fort Myers**, County of **Lee**, State of **Florida**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: *William I. Joffe*
Registered Agent

FILED
95 APR 26 PM 11:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA