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BOARD CERTIFIED
CIVIL TRIAL LAWYERS

GREGORY L. "SKIP" OLNEY, II
FORMER ASSISTANT ATTORNEY GENERAL

July 25, 1996

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

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****122.50 ****122.50

Re: **MEDITERRANEAN OF MADEIRA, INC.**

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced matter. Please file the original and file stamp the copy and return to the undersigned. A check for \$122.50 is enclosed for costs of the same.

Please call me should you have any questions regarding the enclosure. Thank you for your attention to this matter.

Very truly yours,

Walter E. Smith

WES/dd

enclosures

FILED
96 JUL 29 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-31-96
KR

ARTICLES OF INCORPORATION
OF
MEDITERRANEAN OF MADEIRA, INC.

FILED
JUL 29 AM 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE

The name of this corporation shall be **MEDITERRANEAN OF MADEIRA, INC.**

ARTICLE TWO

The term of existence of this corporation shall be perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation has authority to issue is **SEVENTHOUSAND FIVE HUNDRED (7,500)** all of which shall be common shares with par value of **ONE DOLLAR (\$1.00)** per share.

ARTICLE FIVE

Authorized capital stock may be paid for in cash, services or property, at a just and fair value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a

right to subscribe to or to acquire any unissued or treasury shares.

ARTICLE SIX

The name of the initial registered agent and the street address of the initial registered office of the corporation is:

Walter E. Smith, Esquire
1301 - 4th Street, North
St. Petersburg, FL 33701

ARTICLE SEVEN

The street address of the principal office of the corporation is:

13910 Gulf Boulevard
Madeira Beach, FL 33708

ARTICLE EIGHT

The name and address of the first Board of Directors are:

John C. Bodziak
13910 Gulf Boulevard
Madeira Beach, FL 33708

ARTICLE NINE

The name and address of the incorporator of this corporation is:

John C. Bodziak
13910 Gulf Boulevard
Madeira Beach, FL 33708

ARTICLE TEN

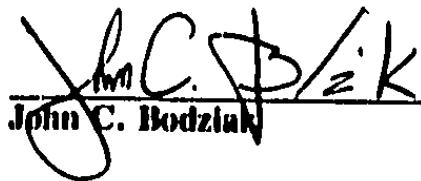
It is the intention of the incorporator of this corporation that the First Board of Directors adopt the Plan Under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss of stock of a "Small

Business Corporation which qualifies under the Code.

ARTICLE ELEVEN

The corporation shall commence its existence upon receipt of these Articles of Incorporation by the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of July, 1996.

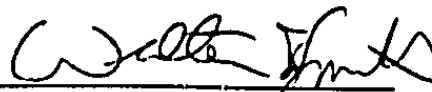

John C. Bodziak

STATE OF FLORIDA)

COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared John C. Bodziak to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

26th WITNESS my hand and seal in the County and State aforesaid this day of July, 1996.


NOTARY PUBLIC
OFFICIAL NOTARY SEAL
WALTER E SMITH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC313930
MY COMMISSION EXPIRES OCT 24, 1997

My Commission Expires:

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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:

MEDITERRANEAN OF MADEIRA, INC.

- 2 The name and street address of the registered agent and office is:

Walter E. Smith, Esquire
1301 - 4th Street, North
St. Petersburg, FL 33701

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.


Walter E. Smith

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95 JUL 29 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA