P96000090766

1201 Hays Street
Tallahassee, FL 323[illegible]
904-[illegible]71
904-2[illegible]-0393 FAX

800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 143347 9235A

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 70

FILED
96 NOV -5 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ORDER DATE : November 4, 1996

ORDER TIME : 3:55 PM

ORDER NO. : 143347-005

CUSTOMER NO: 9235A

500001895545--4

CUSTOMER: Carol Smith, Legal Assistant
FEINSTEIN & SOROTA

Citicentre Penthouse 4
290 Northwest 165th Street
Miami, FL 33169

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DOMESTIC FILING

NAME: LA MIA FOCCACIA, INC.
(MY ITALIAN BREAD)

RECEIVED
96 NOV -5 AM 8:19
DIVISION OF CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kellie K Beumer
EXAMINER'S INITIALS: KL
11-5-96

96 NOV -5 PM 2:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION
# OF
# LA MIA FOCCACIA, INC.

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:

LA MIA FOCCACIA, INC.

The address of the principal office of this corporation shall be 1501 Garden Road, Weston, Florida 33326, 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 number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having $.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

| | |
|---|---|
| Clara M. Trocchia<br>Dir./Pres./Sec./Treas. | 1501 Garden Road<br>Weston, Florida 33326 |

## ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company<br>1201 Hays Street<br>Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company, on November 4, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar<br>Its Agent, Karen B. Rozar

## ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar<br>Its Agent, Karen B. Rozar

ACG/kkb

FILED<br>96 NOV -5 PM 2:09<br>SECRETARY OF STATE<br>TALLAHASSEE, FLORIDA

P96000090766

LAW OFFICES
FEINSTEIN & SOROTA, P.A.
PENTHOUSE 4 - CITICENTRE
290 NORTHWEST 165TH STREET
MIAMI, FLORIDA 33169

MARK D FEINSTEIN
ALAN M SOROTA*
* ALSO ADMITTED IN COLORADO

TELEPHONE (305) 944-4777
FAX (305) 944-4888

July 10, 1997

DIVISION OF CORPORATIONS
**ATTN: AMENDMENT SECTION**
POST OFFICE BOX 6327
TALLAHASSEE FL 32314

400002239254--8
-07/16/97--01048--011
*****96.25 *****96.25

**Re: Articles of Amendment for La Mia Foccacia, Inc.**
**Document #P96000090766**

Dear Sir/Madam:

Enclosed herein please find the following with regards to the above captioned matter:

1. Form 300.

   **Articles of Amendment** for LA MIA FOCCACIA, INC., of which **Article I** is being amended to read **LA MIA FOCACCIA, INC.**

2. Our firm's check #6521 in the amount of $96.25 payable to the Department of State for which the breakdown is as follows:

   Filing fee for amendment............$35.00
   Certified copy of the amendment.....$52.50
   A certificate of status.............$ 8.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 AM 11:40

In the event you have any questions please feel free to contact the undersigned.

Sincerely,

Carol F. Smith

CAROL F. SMITH, Asst to
ALAN M. SOROTA

:cs
Enclosures: As Noted

NC

TAL JUL 17 1997

cs:\C:\CASES\LAMIAFOC\DIV-CORP.LTR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 16 AM 11:40

# ARTICLES OF AMENDMENT
# TO
# ARTICLES OF INCORPORATION
# OF

LA MIA FOCCACIA, INC.

DOCUMENT # P96000090766

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I: NAME

TO BE AMENDED TO READ:

LA MIA FOCACCIA, INC.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: July 10, 1997.

**FOURTH:** Adoption of Amendment(s) **(CHECK ONE)**

- [x] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

- [ ] The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

  "The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________."
  voting group

- [ ] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- [ ] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10 day of July, 1997, 19____.

Signature Clara M. T[illegible] president
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

CLARA M. TROCCHIA
Typed or printed name

DIRECTOR
Title