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LAW OFFICES
OZARK & PERRON, P.A.
2808 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34203
(941) 750-9760

DAMIAN M. OZARK
ANDRE R. PERRON

TELECCPIER
(941) 750-9761

November 6, 1996

BY FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -7 PH 3:49

000001999650--3
-11/07/96--01104--011
****122.50 ****122.50

RE: Cafe Amici Inc.

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for Cafe Amici Inc., together with the Certificate of Designation for Registered Agent for said corporation.

The firm's check in the sum of \$122.50 is enclosed, representing payment for the following:

1. \$35.00 filing fee
2. \$52.50 filing fee/Registered Agent designation
3. \$35.00 for cost of certified copy.

We request that you forward a certified copy of the Articles and Certificate of Incorporation to the undersigned, once same is properly recorded. Thanking you in advance, I am,

502-672
W96-24011

Sincerely,

ANDRE R. PERRON

ARP:tas
Enclosure
cc: Mr. Achille Nigri

gr
12/5/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
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DIVISION OF CORPORATIONS
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November 13, 1996

OZARK & PERRON, P.A.
ATTN: ANDRE R. PERRON
2808 MANATEE AVENUE WEST
BRADENTON, FL 34205

SUBJECT: CAFE AMICI, INC.
Ref. Number: W96000024011

We have received your document for CAFE AMICI, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00051772

NOV 15 1996

LAW OFFICES
OZARK & PERRON, PA
2808 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205
(941) 750-9760

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DIVISION OF CORPORATIONS

NOV -7 PM 3:49

DAMIAN M. OZARK
ANDRE R. PERRON

TELECOPIER
(941) 750-9761

December 4, 1996

BY FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Cafe Amici of Sarasota, Inc.

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for Cafe Amici of Sarasota, Inc., together with the Certificate of Designation for Registered Agent for said corporation.

Please see your letter of November 13, 1996 attached hereto.

We request that you forward a certified copy of the Articles and Certificate of Incorporation to the undersigned, once same is properly recorded. Thanking you in advance, I am,

Sincerely,


ANDRE R. PERRON

ARP:tas
Enclosure
cc: Mr. Achille Nigri

EFFEIVE DATE

11/6/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -7 PM 3:49

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is Cafe Amici of Sarasota, Inc.

Article 2. Principal Office or Mailing Address. The principal office or mailing address of the Corporation is:

P. O. Box 544
Sarasota, Florida 34234-0544

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have \$0.10 par value.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered

Office of the Corporation is:

5802 Longwood Blvd.
Sarasota, Florida 34243

Article 7. Incorporator. The name and address of the Incorporator is as follows:

Achille Nigri
P. O. Box 544
Sarasota, Florida 34234-0544

Filippo Privitello
5726 Granada Drive
Sarasota, Florida 34231

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.0203, Florida Statutes, the date when corporate existence shall continue is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 8 day of November, 1996.



ACHILLE NIGRI

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Corporation, which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 6 day of November, 1996.



A handwritten signature in black ink, appearing to be 'A. J. ...', is written over a horizontal line.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

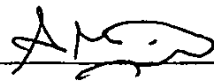
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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Cafe Amici of Sarasota, Inc.
2. The name and address of the registered agent and office is:

Achille Nigri
5802 Longwood Blvd.
Sarasota, Florida 34243

SIGNATURE: 
TITLE: Pres
DATE: 11/6/96

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.

SIGNATURE: 
DATE: 11/6/96