

**JOHN K. FINCH**

**Attorney at Law**

Associate Counsel:  
Garth R. Goodman

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December 2, 1996

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Department of State  
Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32301

In Re: Geno's of Florida, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of Articles of Incorporation, and Certificate Designating Registered Agent and Place of Business or Domicile for the Service of Process Within Florida, and Acceptance of Agent Upon Whom Process May be Served for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed, which represents the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me in the enclosed self-addressed envelope. If you have any questions or need additional information, please give me a call.

Sincerely,

*John K. Finch*  
JOHN K. FINCH

JKF/jm  
Encls.

FILED  
96 DEC -5 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GENO'S OF FLORIDA, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: GENO'S OF FLORIDA, INC.

ARTICLE II. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles and continuing until dissolved according to law.

ARTICLE III. NATURE OF BUSINESS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

This Corporation is authorized to issue and have outstanding at any one time 1,000 shares of \$1.00 par value per share common stock.

Par value shares may be issued only for a consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, all shares issued shall be deemed fully paid and nonassessable.

ARTICLE V. BOARD OF DIRECTORS.

This Corporation shall have one initial director. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The name of the initial directors of this Corporation and their street addresses are:

JAMES P. DELSIGNORE  
3142 Cloverplace Drive  
Palm Harbor, Florida 34684

JANICE M. DELSIGNORE  
3142 Cloverplace Drive  
Palm Harbor, Florida 34684

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VI. INDEMNIFICATION.

The corporation shall indemnify any present or former officer or director, or personal exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE VII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

#### ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

JAMES P. DELSIGNORE  
3142 Cloverplace Drive  
Palm Harbor, Florida

#### ARTICLE X. PRINCIPAL OFFICE/REGISTERED OFFICE ADDRESS AND AGENT

The street address, as well as, the mailing address of the Principal Office and the Registered Office of this Corporation in the State of Florida shall be 323 Main Street, Safety Harbor, FL 34695 and the name of the registered agent of this corporation at

that address is John K. Finch. The Principal Office and Registered Office have the same street and mailing address.

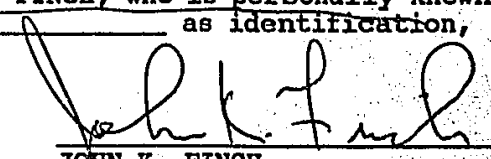
The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on December 2, 1996.

  
JAMES P. DELSIGNORE

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3rd day of December, 1996 by JOHN K. FINCH, who is personally known to me/~~who produced~~ \_\_\_\_\_ as identification, and ~~who did~~/did not take an oath.

  
JOHN K. FINCH  
Notary Public, State of Florida  
My Commission Expires: 10/24/98

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

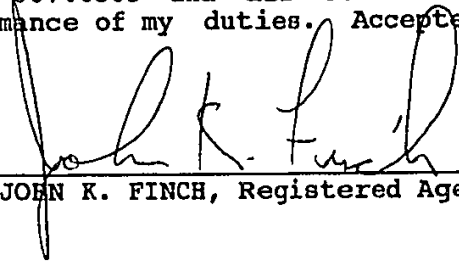
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96 DEC -5 PM 3:10  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

GENO'S OF FLORIDA, INC., to organize or qualify under the laws of the State of Florida, with its Initial Registered Office as indicated in the Articles of Incorporation, at 323 Main Street, Safety Harbor, County of Pinellas, State of Florida, 34695, has named John K. Finch as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT AND ACCEPTANCE:**

Having been named as the Registered Agent for the above said corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes Chapter 607.0505 and all other statutes relative to the proper performance of my duties. Accepted this 2nd day of December, 1996.

  
JOHN K. FINCH, Registered Agent