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**BENSON, MOYLE & CHAMBERS**

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

NATIONSBANK TOWER

ONE FINANCIAL PLAZA, SUITE 1600

FORT LAUDERDALE, FLORIDA 33394-1697

FILED

97 FEB 14 AM 10:52

DEPT. OF STATE  
TALLAHASSEE, FLORIDA

WILLIAM H. BENSON, P.A.  
BERNARD T. MOYLE, P.A.  
STEWART P. CHAMBERS, P.A.  
MARK S. MUCCI

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February 13, 1997

**VIA U.P.S.**

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-02/14/97--01057--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Incorporation of CAPPELLINI'S, INC.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office along with our check in the amount of \$70.00 representing the filing fee regarding:

**CAPPELLINI'S, INC.**

Please return a stamped copy of the Articles of Incorporation to our office via the enclosed envelope.

Thank you for your cooperation in this regard.

Very truly yours,

**BENSON, MOYLE & CHAMBERS**

*Lisa Bisogno*

Lisa Bisogno  
Legal Assistant to Mark S. Mucci

/lb  
Enclosures  
CALMB0213SOS.LTR

OK  
2/19/97

**ARTICLES OF INCORPORATION  
OF  
CAPPELLINI'S, INC.**

**FILED**  
97 FEB 14 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is **CAPPELLINI'S, INC.** whose principal place of business is  
4211 N.W. 41st Street, #406  
Lauderdale Lakes, FL 33319

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV**

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

**ARTICLE V**

The address of its initial registered office is **One Financial Plaza, Suite 1600, Ft. Lauderdale Florida 33394.** The name of its initial registered agent at said address is **Mark S. Mucci, Esq.**

**ARTICLE VI**

The number of directors constituting its initial Board of Directors is **two (2)**, whose name and address are:

Analiza Venditto  
4211 N.W. 41st Street, #406  
Lauderdale Lakes, FL 33319

David Claus  
4211 N.W. 41st Street, #406  
Lauderdale Lakes, FL 33319

#### ARTICLE VII

The name and address of the incorporator is:

Mark S. Mucci, Esq  
One Financial Plaza  
Suite 1600  
Ft. Lauderdale, Fl. 33394

#### ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

#### ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE X


The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

#### ARTICLE XI

Pursuant to Florida Statute Section 607.0203, the effective date of the commencement of

corporate existence is the 17 day February, 1997 which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 13 day of February, 1997.

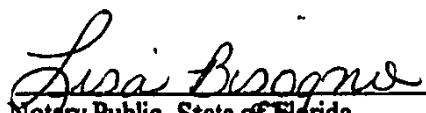
  
MARK/S. MUCCI, ESQ.

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared MARK S. MUCCI who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 13<sup>th</sup> day of February, 1997.

  
Notary Public, State of Florida

My Commission Expires:



Lisa Bisognio  
MY COMMISSION # 00488588 EXPIRES  
September 18, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

**ACKNOWLEDGMENT OF REGISTERED AGENT**

97 FEB 14 AM 10:52

STATE OF FLORIDA

TALLAHASSEE, FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared MARK S. MUCCI who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1995) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.

  
MARK S. MUCCI

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 13<sup>th</sup> day of February, 1997.

  
Notary Public, State of Florida

My Commission Expires:



Lisa Bisognio  
MY COMMISSION # CC-668588 EXPIRES  
September 18, 1999  
BONDED THRU TROY FARM INSURANCE, INC.