

1997000017034

ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.  
ATTORNEYS AND COUNSELLORS

THOMAS F. ICARD (1922-1985)  
JAMES W. CULLIS (1927-1987)

JAMES E. AKER  
CHARLES J. BARTLETT  
PAUL D. BEITLICH\*\*  
CHRISTOPHER K. CASWELL  
JULIE GINSBURG ELLER  
MICHAEL L. FOREMAN  
MICHAEL J. FUREN  
ARTHUR D. GINSBURG\*  
STEVEN R. GREENBERG\*\*  
F. THOMAS HOPKINS\*\*  
C. EUGENE JONES\*  
MARK R. KAPUSTA  
DAVID M. LEVIN  
ROBERT G. LYONS\*\*\*  
MARK W. MERRILL  
WILLIAM W. MERRILL, III\*, †  
ROBERT E. MESSICK\*\*

2033 MAIN STREET, SUITE 600  
SARASOTA, FLORIDA 34237

(813) 366-8100

SARASOTA FACSIMILE  
(813) 366-8384

100 NORTH TAMPA, SUITE 3150

POSTAL DRAWER 3430

TAMPA, FLORIDA 33601

(813) 221-2100

TAMPA FACSIMILE  
(813) 229-0550

TROY H. MYERS, JR.  
J. GEOFFREY PFLUGNER  
STEPHEN D. REES  
F. CRAIG RICHARDSON, JR.  
LESLIE D. TALBOT\*  
ERIC E. VIGEN  
JOHN J. WASKOM  
ANDREA E. ZELMAN††

WILLIAM W. MERRILL (RETIRED)  
CURTIS J. TIMM (RETIRED)

\* BOARD CERTIFIED MARITAL  
AND FAMILY LAWYER

\*\* BOARD CERTIFIED  
REAL ESTATE LAWYER

\*\*\* ADDITIONAL JURISDICTIONS

\* ADMITTED IN ILLINOIS

\*\* ADMITTED IN U.S. VIRGIN ISLANDS

\*\*\* ADMITTED IN MICHIGAN

† ADMITTED IN WASHINGTON, D.C.

†† ADMITTED IN GEORGIA

DEPT. DIRECT DIAL (941) 366-5707

REPLY TO: P.O. BOX 4195  
SARASOTA, FLORIDA 34230

DEPT. DIRECT FAX (941) 366-5263

February 14, 1997

Corporate Records Bureau  
Division of Corporations  
Secretary of State  
PO Box 6327  
Tallahassee, Florida 32301

600002091526--4  
-02/19/97--01021--010  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: Articles of Incorporation  
L'BELLA FIORE, INC.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for L'Bella Fiore, Inc. along with a check in the amount of \$122.50. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.



Paul D. Beitlich

PDB/rl  
enclosures  
cc: Michael Phillips LeRoy  
C:\v\h\bella\articles.ltr

FEB 24

B5B

FILED  
97 FEB 19 AM 11:06  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

L'BELLA FIORE, INC.

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

L'BELLA FIORE, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, including food business, restaurants, deli, catering, beverages, sales and marketing and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3883 S. Tamiami Trail, Port Charlotte, Florida 33952, and the name of the initial registered agent of this

FILED  
97 FEB 19 AM 11:06  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

corporation is Michael Phillips LeRoy, whose address is 3883 S. Tamiami Trail, Port Charlotte, Florida 33952.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Michael Phillips LeRoy, President, Director & Treasurer  
3883 S. Tamiami Trail  
Port Charlotte, Florida 33952

James Vincent LeRoy, Vice President, Secretary, Director  
3883 S. Tamiami Trail  
Port Charlotte, Florida 33952

VI.

INCORPORATOR

The name and address of the person signing these Articles is:

Paul D. Beitlich  
2033 Main Street; #101  
Sarasota, Florida 34237

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is:  
3883 S. Tamiami Trail, Port Charlotte, Florida 33952.

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

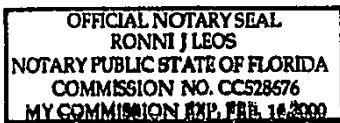
Every shareholder, upon the issuance for cash, property or services of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of February, 1997.

  
\_\_\_\_\_(SEAL)  
PAUL D. BEITLICH

STATE OF FLORIDA     )  
                              )  
COUNTY OF SARASOTA    )

The foregoing instrument was acknowledged before me this 14th day of February, 1997, by Paul D. Beitlich, who is personally known to me or who has produced \_\_\_\_\_ as identification.



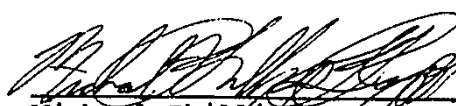
  
\_\_\_\_\_  
Notary Public  
Printed Name: \_\_\_\_\_  
Title or Rank: \_\_\_\_\_  
Serial No. if any: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS  
MAY BE SERVED.



Pursuant to Section 607.034, Florida Statutes, L'Bella Fiore,  
Inc., desiring to organize under the laws of the State of Florida,  
has named Michael Phillips LeRoy, located at 3883 S. Tamiami Trail,  
Port Charlotte, Florida 33952 as its agent to accept service of  
process within this state.

Having been named to accept service of process for the above  
corporation at the place designated in this certificate, I hereby  
accept appointment in such capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
Michael Phillips LeRoy  
(Registered Agent)

FILED  
91 FEB 19 AM 11:06  
TALLAHASSEE, FLORIDA