

797000026973



ACCOUNT NO. : 072100000032

REFERENCE : 303503 123706A

AUTHORIZATION : Patricia Pizante

COST LIMIT : \$ 70.00

FILED
97 MAR 21 21:05
SEC
TALL

ORDER DATE : March 21, 1997

ORDER TIME : 2:25 PM

ORDER NO. : 303503-005

100002121051--2

CUSTOMER NO: 123706A

CUSTOMER: Michael Wilson, Esq
DAVID E. OLMSTED, P.A.

Suite 101
18501 Murdock Circle
Port Charlotte, FL 33948

DOMESTIC FILING

NAME: JOSEPH'S BAGELS & Italian Deli, INC.
~~PITTA ENTERPRISES, INC.~~

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: Susana Romagosa

EXAMINER'S INITIALS:

Dmc
3/24/97

K.R. MAR 26 1997

RECEIVED
97 MAR 21 PM 3:27
DIVISION OF CORPORATION

(502)

W97-6705



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PITTA ENTERPRISES, INC.
Ref. Number: W97000006705

We have received your document for PITTA ENTERPRISES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 597A00014691

RESUBMIT
Please give original
submission date as file date.

RECEIVED
97 MAR 25 PM 4:21
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF**

JOSEPH'S BAGELS & ITALIAN DELI, INC.

FILED
97 MAR 21 AM 10:05
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is JOSEPH'S BAGELS & ITALIAN
DELI, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "common shares".

**ARTICLE V - PREFERENCE, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Section 1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash 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 pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3231-A Tamiami Trail, Port Charlotte, FL 33952, and the name of the initial registered agent of this corporation at that address is JOSEPH A. PITTA.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH A. PITTA	30780 Washington Loop Rd. Punta Gorda, FL 33982
LINDA D. PITTA	30780 Washington Loop Rd. Punta Gorda, FL 33982

ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH A. PITTA	30780 Washington Loop Rd. Punta Gorda, FL 33982

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

ARTICLE X - AMENDMENTS

This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
of Incorporation this 19th day of March, 1997.

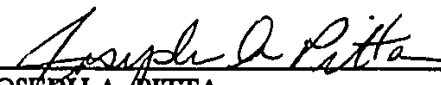
Joseph A. Pitta
Joseph A. Pitta

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

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following
is submitted:

JOSEPH'S BAGELS & ITALIAN DELI, INC. desiring to organize under the laws of the State
to Florida with its principal office, as indicated in the Articles of Incorporation, at 3231-A
Tamiami Trail, Port Charlotte, County of Charlotte, State of Florida, has named JOSEPH
A. PITTA located at 3231-A Tamiami Trail, Port Charlotte, County of Charlotte, State of
Florida, as its agent to accept service of process within this State.

Dated 19th day of March, 1997.




JOSEPH A. PITTA

ACKNOWLEDGMENT:

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

Dated 19th day of March, 1997.



JOSEPH A. PITTA

FILED
97 MAR 21 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA