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

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-04/14/97--01032--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation  
L.A. Faces, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for the above named, proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following

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

TOTAL: \$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. Thank you for your cooperation and anticipated prompt attention to this matter.

Very truly yours,

Evangelos P. Letsos  
1821 Estero Blvd.  
Ft. Myers Beach, FL. 33931

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 AM 10:38

DEW 4/15

Please Note, the original copies mailed 4/10/97 with out the check. Thank you for 15 A copy and the check for \$122.50

ARTICLES OF INCORPORATION

OF

L.A. Faces, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 AM 10:38

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

I.

CORPORATE NAME

The name of this corporation shall be:

L.A. Faces, Inc.

II.

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office shall be:

1821 Estero Blvd.

Ft. Myers Beach, FL. 33931

III.

NATURE OF CORPORATE BUSINESS

This corporation is organized to have the following purpose:

- A. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
- B. To engage in any activity necessary or related to the Restaurant Business.

IV.

CAPITAL STOCK

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common

VI.

INITIAL REGISTERED AGENT  
AND  
INITIAL REGISTERED OFFICE

The corporation's initial registered agent and registered office in the State of Florida shall be:

Evangelos P. Letsos

1821 Estero Blvd.

Ft. Myers Beach, FL. 33931

VII.

INCORPORATOR

The name and address of the Incorporators are:

Evangelos P. Letsos

1821 Estero Blvd.

Ft. Myers Beach, FL. 33931

VIII.

BOARD OF DIRECTORS

The number of directors may be altered from time to time by laws adopted by the stockholders. However, the corporation shall have no less than one (1) director at any time. The name and address of the initial director of this corporation is:

Evangelos P. Letsos

1821 Estero Blvd.

Ft. Myers Beach, FL. 33931

IX.

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind of series of stock in this corporation that may from time to time be issued (whether or not presently

for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

X.

INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI.

INDEMNIFICATION

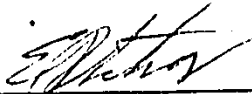
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII.

BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 10<sup>th</sup> day of April, 1997

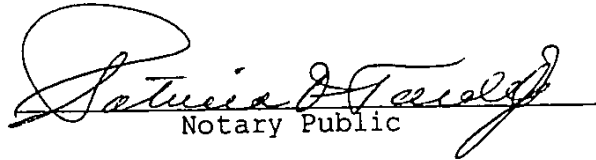
  
Evangelos P. Letsos

STATE OF FLORIDA

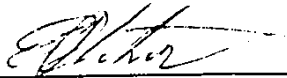
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared Evangelos P. Letsos, who is to me well known to be the persons described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Lee County, Florida in said county and state this 10<sup>th</sup> day of April, 1997.

  
Notary Public

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Evangelos P. Letsos  
Incorporator / Registered Agent

