

PA1000039364

DONALD B. McKAY

Attorney at Law

(813) 848-0587

5623 U.S. Highway 19, Suite 110  
New Port Richey, Florida 34652

April 11, 1997

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: MARCELLO'S, INC.

Dear Sir:

100002161761--7  
-05/01/97--01056--007  
\*\*\*\*122.50 \*\*\*\*122.50

I attach the following:

1. Original and signed copy of Articles of Incorporation; and
2. Original and signed copy of Certificate Designating Registered Agent and Registered Office for Service of Process, and the Agent's Acceptance; and
3. My check # 277 drawn payable to the Florida Department of State in the amount of \$122.50, representing payment of filing and certification fees. After filing, please return a signed copy of each of the foregoing instruments as a certified copy to this office.

Sincerely

*Donald B. McKay*  
Donald B. McKay

cc: Mr. Paul Mifsud  
Mr. Marcello Zarcone

NR R97-1507

*JM 5/2*

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DIVISION OF CORPORATIONS  
97 MAY -1 PM 12:09

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

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DIVISION OF CORPORATIONS  
97 MAY -1 PM 12:09

**THE UNDERSIGNED**, as incorporators of a corporation organized under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

1. The name of the corporation is **MARCELLO'S, INC.**
2. The corporation is organized for the purpose of transacting any and all lawful business activities. The corporation has the power to do all things necessary, convenient or incidental to the transaction of its business and affairs.
3. The corporation has the right to issue a total of Five Thousand (5,000) shares of common capital stock, each share having a par value of \$1.00 per share.
4. No shares of stock in this corporation shall be divided into classes. No shares of stock in this corporation shall be issued in series.
5. The name of the initial Registered Agent of this corporation is **MARCELLO ZARCONE**.
6. The address of the initial Registered Office of this corporation is **2221 Pomeroy Road, Spring Hill, Florida 34609.**
7. The address of the initial principal office of this corporation is **2221 Pomeroy Road, Spring Hill, Florida 34609.**
8. The business and affairs of this corporation shall be managed and conducted by a Board of Directors.
9. The initial Board of Directors of this corporation shall consist of three (3) Directors, each of whom shall serve until his or her successor has been elected during the first regular annual meeting of the Shareholders. The names and addresses of the initial Directors of this corporation are:

<b>NAME</b>	<b>ADDRESS</b>
<b>MARIA G. MIFSUD</b> Incorporator/Subscriber	18310 Autumn Lake Boulevard Hudson, Florida 34667
<b>MARCELLO ZARCONE</b> Incorporator/Subscriber	2221 Pomeroy Road Spring Hill, Florida 34609
<b>DONNA L. ZARCONE</b> Incorporator/Subscriber	2221 Pomeroy Road Spring Hill, Florida 34609

10. Shareholders of this corporation do not have a right to cumulate their votes for Directors, or on any other matter.

11. Shareholders of this corporation do not have a preemptive right to acquire this corporation's unissued shares of stock.

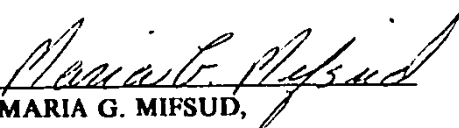
12. The names and addresses of the initial incorporators of this corporation, as well as the amount of stock to be initially purchased by each such incorporator, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MARIA G. MIFSUD	18310 Autumn Lake Boulevard Hudson, Florida 34667	70
MARCELLO ZARCONI and DONNA L. ZARCONI, as Joint Tenants with Rights of Survivorship	2221 Pomeroy Road Spring Hill, Florida 34609	30

13. This corporation's Articles of Incorporation may be amended by the Board of Directors or the Shareholders of the corporation. In the event of a conflict, the decision of the Shareholders of the corporation will be controlling.

14. The initial By-Laws of this corporation shall be adopted by the initial Board of Directors of the corporation. This corporation's By-Laws may be repealed or amended by the Board of Directors or the Shareholders of the corporation. In the event of a conflict, the decision of the Shareholders of the corporation will be controlling.

April 14, 1997

  
\_\_\_\_\_  
MARIA G. MIFSUD,  
Incorporator

April 11, 1997

  
\_\_\_\_\_  
MARCELLO ZARCONI,  
Incorporator

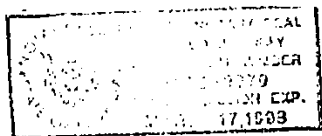
April 11, 1997

  
\_\_\_\_\_  
DONNA L. ZARCONI,  
Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA,  
COUNTY OF PASCO

This foregoing Articles of Incorporation were acknowledged before me this April 17, 1997, by **MARIA G. MIFSUD**, as Incorporator of a Corporation called **MARCELLO'S, INC.**, and said **MARIA G. MIFSUD** took an oath and is personally known to me.



*Donald B. McKay*

**DONALD B. MCKAY**

Notary Public

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DIVISION OF CORPORATIONS  
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CERTIFICATE DESIGNATING REGISTERED  
AGENT AND OFFICE FOR SERVICE OF PROCESS  
WITH THE STATE OF FLORIDA

This Certificate is submitted pursuant to Chapters 48 and 607, Florida Statutes.

1. **MARCELLO'S, INC.**, being a corporation duly organized under the laws of the State of Florida, hereby designates **MARCELLO ZARCONE**, as Registered Agent for said corporation for service of process with the State of Florida.

2. In addition, the aforesaid corporation hereby designates 2221 Pomeroy Road, Spring Hill, Florida 34609, Pasco County, Florida, as the street address of the Registered Office of the corporation.

April 11, 1997

**MARCELLO'S, INC.**

By: Maria G. Mifsud  
**MARIA G. MIFSUD, Incorporator**

By: Marcello Zarcone  
**MARCELLO ZARCONE, Incorporator**

By: Donna L. Zarcone  
**DONNA L. ZARCONE, Incorporator**

**ACCEPTANCE**

The undersigned, having been designated as Registered Agent to accept service of process for the above-named corporation, at the place designated in this Certificate, hereby accepts such designation; and further hereby acknowledges that the undersigned is familiar with and accepts the obligations established by Section 607.0505, Florida Statutes, a copy of which has been received by the undersigned this date.

April 14, 1997

Marcello Zarcone  
**MARCELLO ZARCONE**  
Registered Agent