

P97000041299

FRANCHINO & RAWSON, P.A.  
ATTORNEYS AT LAW

THOMAS W. FRANCHINO  
ALSO ADMITTED IN MINNESOTA

M. JEAN RAWSON  
CERTIFIED FAMILY LAW MEDIATOR  
CERTIFIED COUNTY MEDIATOR  
ALSO ADMITTED IN INDIANA

STEPHANIE A. BRUNNER

SUITE 302  
1250 NORTH TAMiami TRAIL  
NAPLES, FLORIDA 34102  
TELEPHONE (941) 263-8357  
TELECOPIER (941) 263-0445

HEATHER GILCHRIST  
ALSO ADMITTED IN ILLINOIS & INDIANA

OHIO TELEPHONE  
(888) 204-3270

OHIO TELECOPIER  
(419) 531-0658

April 15, 1997

Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Michelangelo's, Inc.

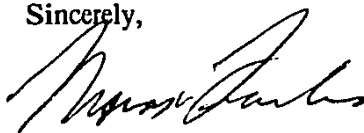
Dear Clerk:

W97-9303  
900002147579--4  
-04/18/97--01042--012  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find the original Certificate Designating Place of Business or Domicile For The Service of Process Within This State, Naming Agent Upon Which Process May Be Served and the Articles of Incorporation of Michelangelo's, Inc., along with a check in the amount of \$122.50, representing your fee for filing.

Should you have any questions or concerns, please do not hesitate to contact this office.

Sincerely,



Thomas W. Franchino

Dmc  
5-8-97

502

FILED  
97 MAY -8 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 22, 1997

THOMAS W FRANCHINO  
FRANCHINO & RAWSON, P.A.  
1250 N TAMiami TR #302  
NAPLES, FL 34102

SUBJECT: MICHELANGELO'S, INC.  
Ref. Number: W97000009303

We have received your document for MICHELANGELO'S, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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OHIO TELECOPIER  
(419) 531-0658

May 5, 1997

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

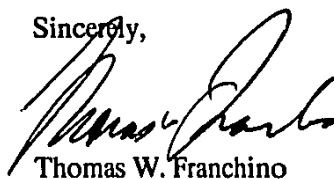
Re: Michelangelo of Naples, Inc.

Dear Clerk:

I have enclosed the original Articles of Incorporation of Michelangelo of Naples, Inc. Originally I submitted Articles of Incorporation of Michealangelo's, Inc. and they were returned because the name was not available. Also enclosed is a copy of the letter that was returned to this firm along with the Articles to ensure that they are properly handled.

Thank you for your attention to this matter.

Sincerely,



Thomas W. Franchino

ARTICLES OF INCORPORATION  
OF  
MICHELANGELO OF NAPLES, INC.

**FILED**  
97 MAY -8 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, Goce Sipinkoski, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is Michelangelo of Naples, Inc. The principal office and mailing address of the corporation is 755 12th Avenue South, Naples, Florida 34102.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the date of filing the Articles of Incorporation.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7500 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the

requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 755 12th Avenue South, Naples, Florida 34102, and the name of the initial registered agent of the Corporation at that address is Goce Sipinkoski. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

#### ARTICLE VI

##### DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

Goce Sipinkoski

Valter Cianni

located at 755 12th Avenue South, Naples, Florida 34102.

ARTICLE VIII

INCORPORATORS

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

NAME

ADDRESS

Goce Sipinkoski

755 12th Avenue South, Naples, FL 34102

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 in the manner provided by the laws of the State of Florida.

ARTICLE X

AMENDMENT This Corporation reserves the right to

amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 15<sup>th</sup> day of April, 1997.

  
GOCE SIPINKOSKI

STATE OF FLORIDA

COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared GOCE SIPINKOSKI, known to me and known by me to the person(s) who executed the foregoing Articles of Incorporation, and he acknowledge(d) before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the  
State and County aforesaid, this 15<sup>th</sup> day of April, 1997.



ASTRID BOUCK  
COMMISSION # CC329692 EXPIRES  
November 11, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

Astrid Bouck  
NOTARY PUBLIC  
State of Florida at Large  
My commission expires:

D:\WP50\CORP\FORMS\ARTICLES

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

FILED

97 MAY -8 PM 4:11

TALLAHASSEE  
FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with

said Act:

Of Naples,  
That, Michelangelo A Inc. desiring to organize under the laws of the State of Florida with its  
principal office, as indicated in the Articles of Incorporation in the County Collier, State of Florida,  
has named Goce Sipinkoski located at 755 12th Avenue South, Naples, Florida 34102, as its agent  
to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of 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.

  
GOCE SIPINKOSKI