

**Finkelstein & Associates**

**Attorneys At Law**

**Certified Public Accountants**

**P97000041896**

Please send any reply to:  
Sarasota Office

May 6, 1997

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

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-05/08/97- 01051--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

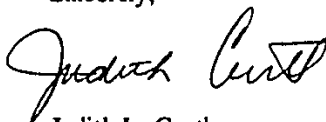
**EFFECTIVE DATE**  
5-6-97

Via U.S. Mail

Dear Sir:

Enclosed please find Articles of Incorporation of GIULIANO HAZAN ENTERPRISES, INC., as well as our check in the amount of \$70.00 to cover the fee for the incorporation of Giuliano Hazan Enterprises, Inc. If you have any questions, please contact me at the number shown below.

Sincerely,



Judith L. Curth  
Legal Assistant  
For the Firm

/jc

**FILED**  
97 MAY -8 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1111 Third Avenue West, Suite 160, Bradenton, Florida 34205-7834 941-746-7800 Fax: 746-9323  
1800 Second Street, Suite 884, Sarasota, Florida 34236 941-952-9999 Fax: 364-9393  
501 First Avenue North, St. Petersburg 33701 813-894-8111 Fax 897-9393  
107 South Bradford, Tampa 33609-3001 813-248-9500 Fax: 282-9393  
email@floridalawyers.com or email@attornycpa.com www.floridalawyers.com

B. REGISTER MAY -1 2 1997

**EFFECTIVE DATE**

5-6-97

**ARTICLES OF INCORPORATION  
OF  
GIULIANO HAZAN ENTERPRISES, INC.**

**FILED**  
97 MAY -8 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator GIULIANO HAZAN, under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

GIULIANO HAZAN ENTERPRISES, INC.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on May 6, 1997 .

**ARTICLE III. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida to the extent permissible under the laws and rules of the State of Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having no par value. The consideration to be paid

for each share shall be as fixed by the shareholders, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the shareholders, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 1681 BAHIA VISTA STREET, SARASOTA, FLORIDA 34239.

The corporation's registered agent is GIULIANO HAZAN, located at 1681 BAHIA VISTA STREET, SARASOTA, FL 34239.

ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the shareholders, rather than a board of directors. The shareholders shall be deemed directors when required by the context of any law or bylaw. The name and street address of the original shareholder is:

<u>Name</u>	<u>Address</u>
Giuliano Hazan	1681 Bahia Vista Street Sarasota, FL 34239

ARTICLE VII. INCORPORATION

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Giuliano Hazan	1681 Bahia Vista Street Sarasota, FL 34239

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the shareholders any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.


ARTICLE VIII. BYLAWS

The shareholders, by vote of a majority of the outstanding shares entitled to vote, may establish, alter, amend, or repeal corporation bylaws.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of May, 1997.

  
GIULIANO HAZAN  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

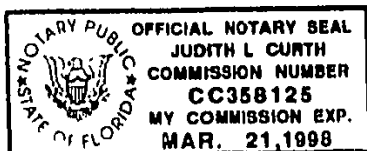
On this 6<sup>th</sup> day of May, 1997, before me, a Notary Public, the undersigned officer, personally appeared GIULIANO HAZAN, personally known ✓, OR produced Identification \_\_\_\_\_, Type of Identification produced N/A, and acknowledged the foregoing instrument.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

  
NOTARY PUBLIC - Signature

JUDITH L. CURTH  
NOTARY PUBLIC - Print

My commission expires:



GIULIANO HAZAN ENTERPRISES, INC.

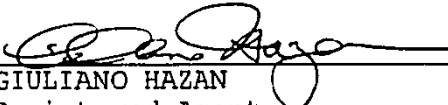
DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That GIULIANO HAZAN ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated at 1681 BAHIA VISTA STREET, SARASOTA, FL 34239, has named GIULIANO HAZAN, located at 1681 BAHIA VISTA STREET, in the County of Sarasota, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, this corporation agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

  
GIULIANO HAZAN  
Registered Agent

**FILED**  
97 MAY -8 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA