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MCDANIEL & BALL, P.A.

ATTORNEYS AT LAW

1444 FIRST STREET

SARASOTA, FLORIDA 34236

(941)952-1500

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ROBERT S. MCDANIEL, JR.
CHARLES H. BALL

July 11, 1997

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 34399

Re: JoAnn Calleia, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation concerning the above corporation. Also enclosed is this firm's check for the filing fee. I would appreciate your filing same as soon as possible.

Please return the certificate of proof of filing to this office in the self-addressed, stamped envelope provided.

Thank you for your assistance in this matter.

Yours truly,

MCDANIEL & BALL, P. A.



Charles H. Ball

CHB/hhl
Enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 AM 9:51



ARTICLES OF INCORPORATION

OF

JOANN CALLEIA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 AM 9:51

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be JOANN CALLEIA, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscriber of this corporation at any regular or special meeting.

ARTICLE IV. EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation is to be at 1272 Palm Avenue, Sarasota, Florida 34236.

ARTICLE VI. DIRECTORS

There shall be one director of the corporation. The

name and address of the director is as follows:

JoAnn Calleia 1272 Palm Avenue
Sarasota, FL 34236

ARTICLE VII. SUBSCRIBER

The name and address of each person signing these Articles of Incorporation as a subscriber is as follows:

JoAnn Calleia 1272 Palm Avenue
Sarasota, FL 34236

ARTICLE VIII. REGISTERED OFFICE


The street address of the initial registered office and the name of its original registered agent is as follows:

JoAnn Calleia 1272 Palm Avenue
Sarasota, FL 34236

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscriber, proposed by her to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all of the officers and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 9th day of July, 1997.


JOANN CALLEIA

STATE OF FLORIDA
COUNTY OF SARASOTA

9th The foregoing instrument was acknowledged before me this
day of July, 1997, by JoAnn Calleia, who is personally known
to me ~~or have produced~~ _____ as identification.



Notary Public
My Commission Expires:



Charles H. Ball
MY COMMISSION # C0501057 EXPIRES
October 18, 2000
BONDED THRU TFCY FAIR INSURANCE, INC.

Charles H. Ball
McDANIEL & BALL, P. A.
1444 First Street
Sarasota, Florida 34236
(941) 952-1500

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT JOANN CALLEIA, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

SARASOTA, STATE OF FLORIDA
(CITY) (STATE)

HAS NAMED JoANN CALLEIA, LOCATED AT
(NAME OF RESIDENT AGENT)

1272 Palm Avenue, Sarasota, Florida, 34236
(STREET ADDRESS AND NO. OF BLDG., POST OFFICE BOX ADDRESSES ARE
NOT ACCEPTABLE.)

CITY OF Sarasota, STATE OF FLORIDA, AS ITS AGENT TO
(CITY)
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(CORPORATE OFFICER)

TITLE President

DATE July 9, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE 
(RESIDENT AGENT)

DATE July 9, 1997

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