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July 10, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 AM 10:17

Department of State
Division of Incorporation
P.O. Box 6327
Tallahassee, Fl. 32314

Dear Sir or Madam:

Enclosed is a check for \$122.50 payable to the Department of State for a copy of the Articles of Incorporation of Il Coppello, Inc. If you can please send the copy to:

David Wakeland
3064 54th Terrace SW
Naples, Fl. 33942

If you have any questions, please contact me at (941)353-5308.

Thank you for your cooperation.

Sincerely,

David Wakeland

David Wakeland, President
A By The Number Accounting & Tax Service

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ARTICLES OF INCORPORATION

OF

IL COPPELLO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 AM 10:18

The undersigned subscriber, Alejandro Mejia, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the proposed corporation is: Il Coppello, Inc.

ARTICLE II

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

ARTICLE III

The total number of shares of stock which the corporation shall have authority to issue is 500 shares at a par value of \$1.00 per share.

ARTICLE IV

The amount of capital which the corporation shall begin business is \$500.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located at 1270 Yesica Ann Circle #102., Naples, FL, 34110. The corporation may have such other places of business within and without the State of Florida, or in foreign countries as may be necessary or convenient, as may be determined by the stockholders of the corporation.

ARTICLE VII

The number of directors of this corporation shall be two.

ARTICLE VIII

The name and mailing address of the first board of directors of this corporation who shall hold office for the first year of existence of the corporation or until his successor(s) is elected and qualified is:

Alejandro Mejia
1270 Yesica Ann Circle #102
Naples, Fl. 34110

Wilma Mejia
1270 Yesica Ann Circle #120
Naples, Fl. 34110

ARTICLE IX

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed under the direction of the shareholders, and not a Board of Directors. The relative rights, powers and duties of the shareholders shall be set forth in a Shareholders Agreement.

ARTICLE X

The name and address of the President, Vice-President, Secretary and Treasurer who shall hold office for the first year of existence of the corporation or until his successor elected is:

President/ Treasurer/	Alejandro Mejia 1270 Yesica Ann Circle #102 Naples, Fl. 34110
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Vice President/ Secretary/	Wilma Mejia 1270 Yesica Ann Circle Naples, Fl. 34110
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ARTICLE XI

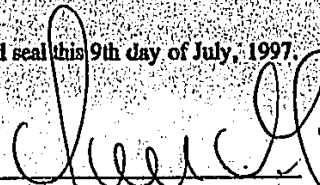
The registered office for the corporation in the State of Florida is to be located at 1270 Yesica Ann Circle #102., in the City of Naples, County of Collier, State of Florida. The registered agent in charge thereof is Greg Tarvin., located at 1270 Yesica Ann Circle #102., Naples, Florida 34110, County of Collier.

ARTICLE XII

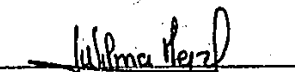
The names and mailing addresses of each of the incorporators are as follows:

NAME	ADDRESS
Alejandro Mejia	1270 Yesica Ann Circle #102 Naples, Fl. 34110
Wilma Mejia	1270 Yesica Ann Circle #102 Naples, Fl. 34110

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of July, 1997.



Alejandro Mejia



Wilma Mejia

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

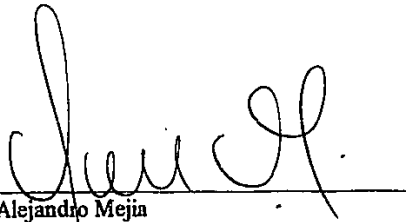
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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST, that Il Coppello, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Naples, County of Naples, State of Florida, has named Alejandro Mejia, located at 1270 Yesica Ann Circle #102., Naples, Florida 34110, County of Collier as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I, Alejandro Mejia, hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


Alejandro Mejia