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LEIGH M. FISHER, P.A.

ATTORNEYS AT LAW

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LEIGH M. FISHER

August 6, 1997

Reply to:  
P.O. Box Drawer 1465  
Cape Coral, FL 33910

1505 S.E. 40 Street  
Cape Coral, FL 33904  
(4000 Del Prado Building)

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

RE: ROMAI'S INC.  
Our File No.: 97F-055

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-08/11/97--01079--005  
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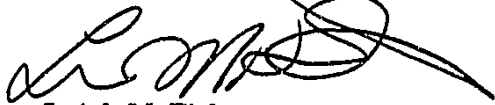
Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Incorporation and Certificate of Registered Agent for the above referenced corporation, together with my check in the amount of \$122.50 in payment of the following:

1.	Filing Fees	\$ 35.00
2.	Certified Copy	\$ 52.50
3.	Designation of Registered Agent	\$ <u>35.00</u>
	TOTAL	\$122.50

Your prompt attention to this matter is appreciated.

Respectfully,



Leigh M. Fisher

plp

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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8-18-97  
WS

ARTICLES OF INCORPORATION  
OF  
ROMA'S INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is ROMA'S INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

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

ARTICLE IV

The amount of the Capital Stock of this corporation shall be FIVE HUNDRED SHARES at ONE DOLLAR (\$1.00) par value, which said stock shall be non-assessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the Capital Stock shall be common stock.

#### ARTICLE V

The corporation shall commence business upon filing with the office of the Secretary of State.

#### ARTICLE VI

The principal place for the transaction of its business and the mailing address of the corporation shall be 2336 Everest Parkway Cape Coral, Florida 33904. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may by resolution designate.

#### ARTICLE VII

The corporation shall have a board of no less than one (1) director and the board may be increased to not more than four (4) directors. The number of directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

#### ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, a Secretary, and a Treasurer and such other officers, agents and directors who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors

are elected and qualified following the first meeting of shareholders shall be:

PRESIDENT	Nazzerena Rodino 2336 Everest Parkway Cape Coral, Fl. 33904
VICE PRESIDENT	Alfred Rodino 2336 Everest Parkway Cape Coral, Fl. 33904
SECRETARY	Alfred Rodino 2336 Everest Parkway Cape Coral, Fl. 33904
TREASURER	Nazzerena Rodino 2336 Everest Parkway Cape Coral, Fl. 33904

#### ARTICLE IX

The name and address of the subscribers of these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken is as follows:

Nazzerena Rodino 2336 Everest Parkway, Cape Coral, Florida 33904  
two hundred shares.

Alfred Rodino 2336 Everest Parkway, Cape Coral, Florida 33904  
two hundred shares.

#### ARTICLE X

The Directors and officers shall be elected by shareholders at their annual meeting which will be held at the principal office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

#### ARTICLE XI

The street address of the initial registered office of this corporation is 1505 S.E. 40th Street, Suite B, Cape Coral, Florida, 33904, and the name of the initial registered agent of this corporation is Leigh M. Fisher.

#### ARTICLE XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any By-Law adopted by the directors. The directors may not alter, amend or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinbefore mentioned, for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts therein are true, and hereby, respectively, agree to take the number of shares of stock

hereinbefore set forth at the consideration stated, and accordingly set my hand and seal at Cape Coral, Florida this 6<sup>th</sup> day of August, 1997.

Nazzerena Rodino  
Nazzerena Rodino

Alfred Rodino  
Alfred Rodino

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF LEE        )

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The foregoing instrument was acknowledged before me this 6th day of August, 1997, by Nazzerena Rodino and Alfred Rodino, who are personally known to me or have produced \_\_\_\_\_ as identification and ~~did~~ did not take an oath.

My commission expires: 10/26/99

Patricia L Pope  
Notary Public



Patricia L. Pope  
My Commission CC506102  
Expires October 26, 1999

PATRICIA L POPE  
Type or Print Name of Notary

I HEREBY accept appointment as agent of ROMAI's Inc., a Florida Corporation, upon whom process, tax notice or demands may be served.

DATED this 6<sup>th</sup> day of August, 1997.

Leigh M. Fisher  
Leigh M. Fisher