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NEW OFFICE
RICHARD J. BORECKY
P.O. Box 925
Islamorada, Florida 33036
(305) 664-9109

FILED

97 AUG 27 PM 2:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 26, 1997

Secretary of State
Division of Corporations
New Filings
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Diasella, Inc
New Corporation filing


Dear Sirs:

I have enclosed the following:

1. Original and two (2) copies of the Articles of Incorporation of Diasella, INC.
2. Check in the amount of \$122.50 for the filing fee.

Thank you.

Sincerely,


Richard J. Borecky

RJB:id

Encl

P Hall AUG 29 1997

ARTICLES OF INCORPORATION
OF
DIASELLA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person, competent to contract, acting as incorporator of a corporation under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation is:

DIASELLA, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of business to be transacted is:

To operate a restaurant, and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The amount of authorized capital stock is One Thousand Dollars (\$1,000.00) consisting of one thousand shares (1000) of common stock, having a par value of One Dollar (\$1.00 per share).

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of any kind, class or series, shall have the pre-emptive right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall not be less than One Thousand Dollars (\$1000.000).

ARTICLE VI - CORPORATE EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is: 800 Madrid Road, Key Largo, Florida 33037.

ARTICLE VIII - NUMBER OF DIRECTORS

The number of directors of the corporation shall be set from time to time by the By-Laws, but shall be at least one (1).

ARTICLE IX - FIRST BOARD OF DIRECTORS

The name and street address of the member of the first board of directors of the corporation is as follows:

ATHANASIO KASIMIS
800 Madrid Road,
Key Largo, Florida 33037

ARTICLE X - SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation is:

RICHARD J. BORECKY
800 Madrid Road,
Key Largo, Florida 33037

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Key Largo, County

of Monroe, State of Florida, and the name of the initial registered agent of this corporation at that address is:

RICHARD J. BORECKY
800 Madrid Road,
Key Largo, Florida 33037

ARTICLE XII - INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the corporation.

IN WITNESS THEREOF, I do make and subscribe these Articles of Incorporation this 26th day of August, 1997.


Richard J. Borecky, Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF MONROE)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid to take acknowledgments, personally appeared Richard J. Borecky to me known to be the person described in and who executed the foregoing instrument and acknowledged being first duly sworn, deposes and states that he has read the above and foregoing and that the information contained therein is true and correct.

The foregoing instrument was acknowledged before me this 26 day of August, 1997, by Richard J. Borecky, (X) who is personally known to me or () who has produced as

identification the following _____, and who did take an oath.

WITNESS my hand and official seal in the county and state last aforesaid this 26th day of August 1997.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Barbara F. Betolatti
My Commission CC613990
Expires January 15, 2001

Barbara F. Betolatti
Notary Public

My Commission Expires:

ACKNOWLEDGEMENT BY REGISTERED AGENT

Having been named to accept service of process for 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.

By: Richard J. Borecky
Richard J. Borecky