

P97000088035



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 559523 12086A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 9, 1997

ORDER TIME : 10:39 AM

ORDER NO. : 559523-005

CUSTOMER NO: 12086A

CUSTOMER: Ms. Lori M. Dorman
CONLEY & CLEARY

2401 Manatee Avenue West

Bradenton, FL 34205

800002316508--9
-10/09/97--01100--007
****122.50 ****122.50

DOMESTIC FILING

NAME: *Substation News,*
C & G, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 OCT -9 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT -9 PM 12:13
DIVISION OF REGISTRATION

U97-23120



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: C & G, INC.
Ref. Number: W97000023120

RESUBMIT
Please give original
submission date as file date.

We have received your document for C & G, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 897A00049633

RECEIVED
97 OCT 13 AM 9:42
DIVISION OF CORPORATION

LAW OFFICES
CONLEY & CLEARY
2401 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205
(941) 748-8778

ROGER P. CONLEY
KENNETH W. CLEARY
D. ROBERT HOYLE
LORI M. DORMAN

TELECOPIER
(941) 745-2572

October 8, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: C & G, Inc.

Gentlemen:

Please find enclosed duplicate originals of the Articles of Incorporation for the above named corporation, together with the Certificate Designating the Principal Place of Business and Resident Agent for same.

Also, please find enclosed a check in the amount of \$122.50, representing payment of the following:

1. \$35.00 - filing fee;
2. \$52.50 - filing fee for designation of resident agent;
3. \$35.00 - for certified copy of the Articles of Incorporation.

Thank you for your assistance in processing these documents.

Very truly yours,



Lori M. Dorman

LMD:mmi
Enclosures
cc: George Condis

FILED
97 OCT -9 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUBSTATION & NEWS, INC.

FILED
97 OCT -9 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned has placed her signature and seal upon this document for the purposes of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: SUBSTATION & NEWS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a. To own, operate, and manage restaurants, delicatessens and food establishments;
- b. To engage in the sale of food and food products through the restaurant business;
- c. To provide catering and similar services involving food and food products;
- d. To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as to going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part hereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or in part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part

of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

- e. To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;
- f. To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporations, associations, firms and individuals;
- g. To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;
- h. To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but no thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;
- i. To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the charter of the corporation; to have one or more offices; to carry on all or any of its operations and business and without restriction or limit as to amount; to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description; and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law; and
- j. To transact any or all lawful business.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where otherwise expressly stated, be in no way limited or restricted by reference to or interference from the terms of any other clause but

shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5000 shares of common stock with no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the corporation is: 3812 U.S. 301 North, Ellenton, Florida 34222; and name and address of the initial registered office and agent of this corporation is: GEORGE CONIDIS, 5030 45th Street W, Bradenton, Florida 34210.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). This corporation is authorized to have three (3) directors at any one time. The name and address of the initial directors of this corporation are:

George Conidis
5030 45th Street W
Bradenton, Florida 34210

Margo Gianakos
1783 North Rd. NE
Warren, Ohio 44483

The officers of this corporation shall be a president, who shall be a director of the corporation, and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the board of directors.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

George Conidis
5030 45th Street W
Bradenton, Florida 34210

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by laws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this the

10-10-97 day of October, 1997.

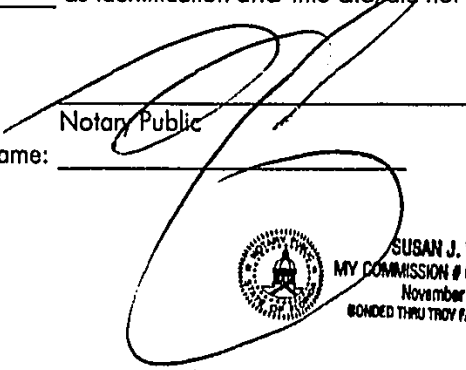


GEORGE CONIDIS

STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10/10/97 day of October, 1997, by GEORGE CONIDIS who is personally known to me or who has produced valid Florida driver license as identification and who did/did not take an oath.



Notary Public

Name: _____



SUSAN J. VANZANT
MY COMMISSION # CC321277 EXPIRES
November 13, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

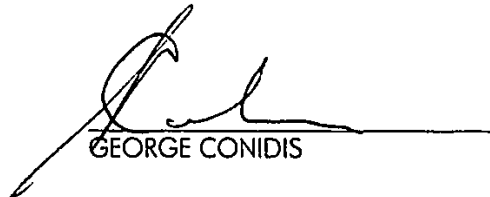
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this the 10-10-97 day of October, 1997.


GEORGE CONIDIS

STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10th day of October, 1997, by GEORGE CONIDIS who is personally known to me or who has produced valid Florida driver license as identification and who did not take an oath.


Notary Public
Name: _____



SUSAN J. VANZANT
MY COMMISSION # 00321277 EXPIRES
November 13, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
AND NAMING AGENT FOR SERVICE OF PROCESS
WITHIN THIS STATE

In accord with the Laws of the State of Florida and Section 48.091, Fla. Stat. Ann., the following is submitted:

SUBSTATION & NEWS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation located in the City of Ellenton, County of Manatee, State of Florida, has named GEORGE CONIDIS, 5030 45TH Street W, Bradenton, County of Manatee, Florida 34210, as its agent to accept service of process within said State.

ACKNOWLEDGMENT
(MUST BE SIGNED BY DESIGNATED 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.


GEORGE CONIDIS

FILED
97 OCT -9 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA