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ACCOUNT NO. : 072100000032

REFERENCE : 570223 9666A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 20, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 570223-005

CUSTOMER NO: 9666A

CUSTOMER: Steven H. Gray, Esq
SIMMONS HART & SHEEHE, P.A.

P. O. Box 3310

Ocala, FL 34478-3310

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-10/20/97-00061-022
*****70.00 *****70.00

DOMESTIC FILING

NAME: LUIGI'S OF OCALA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

SN OCT 20 1997

PM 10:52
97 OCT 20 PM 1:18
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 20 PM 12:12
OFFICE OF INCORPORATION

ARTICLES OF INCORPORATION
OF
LUIGI'S OF OCALA, INC.

FILED
97 OCT 20 PM 1:18
TALLAHASSEE, FLORIDA

ARTICLE I.

1.01 **Name and Address.** The name of the Corporation is **LUIGI'S OF OCALA, INC.**, and the mailing address of the Corporation is 913 NE 17th Court, Ocala, Florida 34470.

ARTICLE II.

2.01 **Duration.** The period of duration of the Corporation is perpetual.

ARTICLE III.

3.01 **Powers.** The Corporation is organized for the purposes of transacting any and all useful business.

3.02 **Authority of Directors.** The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE IV.

4.01 **Stock Certificates.** Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

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FOR
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4.02 Number of Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 5,000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the Corporation are not to be divided into classes.

ARTICLE V.

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

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ARTICLE VI.

6.01 **Bylaws.** The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

6.02 **Director Conflicts.** Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 **Indemnification and Related Matters.** The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

6.05 Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLE VII.

7.01 Organizing Director. The initial Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of this Corporation is:

<u>Name</u>	<u>Address</u>
WALTER JON EVE	913 NE 17 th Court Ocala, Florida 34470

ARTICLE VIII.

8.01 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the Corporation is WALTER JON EVE, whose mailing address is 913 NE 17th Court, Ocala, Florida 34470.

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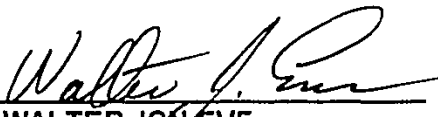
ARTICLE IX.

9.01 **Incorporators.** The name and address of the person signing these Articles is WALTER JON EVE whose mailing address is 913 NE 17th Court, Ocala, Florida 34470.

ARTICLE X.

10.01 **Subchapter "S" Corporation.** The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as described in 25 USCS, §1361, as amended January 1, 1983, and as amended in 1988 by PL100-647, defined a qualified "Small Business Corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 16th day of October, 1997.


WALTER JON EVE

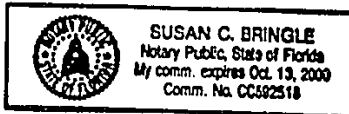
ARTICLES OF INCORPORATION
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STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **WALTER JON EVE** known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 16th day of October, 1997.

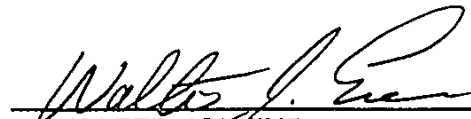


Susan C. Bringle
Print Name: _____
Notary Public, State of _____
Commission No.: _____
My commission expires: _____

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

WALTER JON EVE whose address is 913 NE 17th Court, Ocala, Florida 34470, is the initial registered agent named in the Articles of Incorporation to accept service of process for **LUIGI'S OF OCALA, INC.**, a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 16th day of October, 1997.


WALTER JON EVE

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TALLAHASSEE, FLORIDA