

P97000098117

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: BOLOGNA, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND A CHECK FOR \$70.00 FILING FEE.

FROM: PATRICIA E. BOLOGNA-GARAGÓZLO
3903 POSTRIDGE TRAIL
MELBOURNE, FLORIDA 32934
(407) 253-3773

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 11/18/97

ARTICLES OF INCORPORATION
OF
BOLOGNA, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

THE NAME OF THIS CORPORATION SHALL BE: BOLOGNA, INC.

ARTICLE II: PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE: 3903 POSTRIDGE TRAIL
MELBOURNE, FLORIDA 32934

ARTICLE III: SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: 100 SHARES AT \$1.00 PAR VALUE COMMON STOCK WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

PATRICIA E. BOLOGNA-GARAGOZLO
3903 POSTRIDGE TRAIL
MELBOURNE, FLORIDA 32934

ARTICLE V: INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

PATRICIA E. BOLOGNA-GARAGOZLO
3903 POSTRIDGE TRAIL
MELBOURNE, FLORIDA 32934

ARTICLE VI: DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING UPON THE DATE OF SUBSCRIPTION AND ACKNOWLEDGEMENT HEREOF AS PROVIDED BY FLORIDA STATUTE 607.0203.

ARTICLE VII: PURPOSE

THIS CORPORATION IS ORGANIZED TO TRANSACT ANY OR ALL LAWFUL BUSINESS FOR WHICH CORPORATION MAY BE INCORPORATED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF FLORIDA INCLUDING BUT NOT LIMITED TO MANUFACTURE, DESIGN, CONSTRUCT, OWN, USE, BUY, SELL, LEASE, HIRE, AND DEAL IN AND WITH ARTICLES AND PROPERTY OF ALL KINDS, AND TO ENGAGE IN ANY OTHER LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS
THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE(1). THE NAME AND ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

PAUL J. BOLOGNA
4807 SPRINGWATER CIRCLE
MELBOURNE, FLORIDA 32935

SALVATORE E. BOLOGNA
19925 EARLWOOD DRIVE
JUPITER, FLORIDA 33458

ARTICLE IX: NO REMOVAL OF DIRECTORS
THE SHAREHOLDERS OF THIS CORPORATION SHALL NOT BE ENTITLED TO REMOVE ANY DIRECTOR FROM OFFICE DURING HIS OR HER TERM.

ARTICLE X: INDEMNIFICATION
THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XI: BY-LAWS
THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XII: PREEMPTIVE RIGHTS
EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, 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: CALLING OF SPECIAL MEETINGS
SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY A MAJORITY OF THE BOARD OF DIRECTORS, PRESIDENT OR VICE-PRESIDENT OF THE CORPORATION.

ARTICLE XIV: ACTION BY DIRECTORS WITHOUT A MEETING
THE DIRECTOR OF THIS CORPORATION MAY TAKE ACTION BY WRITTEN CONSENT, AS PROVIDED BY LAW.

ARTICLE XV: 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 RESERVATION.

ARTICLE XVI: VOTING RIGHTS

EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ENTIRE VOTING POWER FOR THE ELECTION OF DIRECTORS, AND FOR ALL OTHER PURPOSES, SHALL BE VESTED EXCLUSIVELY IN THE HOLDERS OF THE OUTSTANDING COMMON SHARES.

ARTICLE XVII: APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER
THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER OR NOT SUCH APPROVAL IS REQUIRED BY LAW.

ARTICLE XVIII: COMPENSATION OF DIRECTORS

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 31st DAY OF July 1997.


SIGNATURE

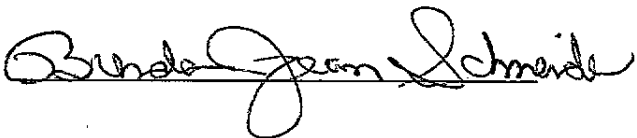
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE OF FLORIDA AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED PATRICIA E. BOLOGNA-GARAGOZLO KNOWN TO ME TO BE THE PERSON WHO EXECUTED THESE ARTICLES OF INCORPORATION AND SHE ACKNOWLEDGED BEFORE ME THE SHE EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HERETO SET MY HAND AND AFFIXED MY OFFICIAL SEAL IN THE STATE OF FLORIDA AND COUNTY AFOREMENTIONED THE 31st DAY OF July 1997.

MY COMMISSION EXPIRES:




BRENDA JEAN SCHNEIDER
My Commission CC552435
Expires May. 12, 2000

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: BOLOGNA, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
PATRICIA E. BOLOGNA-GARAGOZLO
3903 POSTRIDGE TRAIL
MELBOURNE, FLORIDA 32934

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE

7/31/97
DATE

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TALLAHASSEE, FLORIDA