

P98000007222



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 678397 101142A

AUTHORIZATION :

*Patricia Pizuto*

COST LIMIT : \$ 122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 AM 10:50

ORDER DATE : January 22, 1998

ORDER TIME : 5:13 PM

ORDER NO. : 678397-005

CUSTOMER NO: 101142A

CUSTOMER: Robert E. Wiggins, esq  
SLATER & WIGGINS

500002409935--5

334 East Lake Road #336

Palm Harbor, FL 34685

DOMESTIC FILING

NAME: CAFE MONA LISA, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED  
98 JAN 23 AM 10:04  
DIVISION OF CORPORATION

*g* 1/23/98

**ARTICLES OF INCORPORATION**  
**OF**  
**CAFE MONA LISA, INC.**

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**ARTICLE I**  
**NAME**

The name of this Corporation is CAFE MONA LISA, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

2410 Commercial Way  
Spring Hill, Florida 34606

**ARTICLE III**  
**TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV**  
**PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE V**  
**CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI**  
**DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation, who shall serve until her successor is elected and have qualified or until removed is as follows:

**NAME**

MARIA I. DELUCA

**ADDRESS**

2410 Commercial Way  
Spring Hill, Florida 34606

**ARTICLE VII**  
**OFFICERS**

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until her successors are designated by the Board of Directors, are as follows:

**OFFICE**

President  
Secretary  
Treasurer

**NAME AND ADDRESS**

MARIA I. DELUCA  
2410 Commercial Way  
Spring Hill, Florida 34606

**ARTICLE VIII**  
**REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of this corporation is as follows:

ROBERT E. WIGGINS, ESQUIRE  
Sein Professional Center  
36402 U.S. Highway 19 N.  
Palm Harbor, FL 34684

**ARTICLE IX**  
**INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and

reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

#### **ARTICLE X** **BYLAWS**

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### **ARTICLE XI** **AMENDMENTS**

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

#### **ARTICLE XII** **SUBSCRIBER**

The name and address of the Subscriber to these Articles of Incorporation is as follows:

##### **NAME**

MARIA I. DELUCA

##### **ADDRESS**

2410 Commercial Way  
Spring Hill, Florida 34606

IN WITNESS WHEREOF, the Subscriber has hereunto affixed her signature on this  
14 day of January, 1998.

Maria I De Luca  
MARIA I. DELUCA

STATE OF FLORIDA ]

COUNTY OF HERNANDO ]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MARIA I. DELUCA, who ✓ produced a valid Florida Drivers License/Identification Card, or \_\_\_\_\_ is personally known to me and who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 14 day of  
January, 1998.



Sharon Rose  
NOTARY PUBLIC - State of Florida  
My Commission Expires: 3-13-98

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

I, ROBERT E. WIGGINS, as Registered Agent for CAFE MONA LISA, INC., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at Sein Professional Center, 36402 U.S. Highway 19 N. Palm Harbor, Florida 34684, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: January 7, 1998.

*Robert E. Wiggins*

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**ROBERT E. WIGGINS**  
Registered Agent

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98 JAN 23 AM 10:50