

P98000009871
DAVID P. WHITING, P.A.
ATTORNEY AT LAW

FILED

DAVID P. WHITING, P.A.

Probate and Estate Planning
Civil Litigation
Wrongful Death
Criminal Defense
Title Insurance

98 JAN 29 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAPLES OFFICE

PARK SQUARE
SUITE C-105
NAPLES, FLORIDA 34103
(941) 262-6439
FAX (941) 261-7503

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

600002416046--1
-01/23/98--01063--018
*****70.00 *****70.00

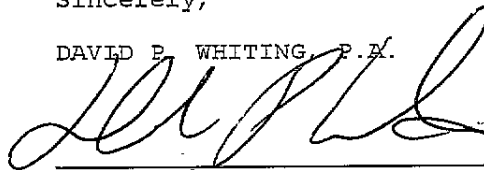
RE: TOOTS CAFE & DELI, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Sincerely,

DAVID P. WHITING, P.A.



David P. Whiting, Esquire

DPW\hal

P. Hall

JAN 30 1998

ARTICLES OF INCORPORATION
OF
TOOTS, CAFE & DELI, INC.

FILED

98 JAN 29 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is TOOTS, CAFE & DELI, INC. The principal place of business of the corporation is 452 Goodlette Road, Naples, Florida 34102. The mailing address of the corporation is 452 Goodlette Road, Naples, Florida 34103.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business. Engaging in the food service industry.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 20 shares of common stock at \$1.00 par value.

ARTICLE V - Special Provisions

The corporation hereby makes the Subchapter S and IRC 1244 elections.

ARTICLE VI - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors

of corporation. There shall be two (2) initial directors as follows:

PHIL J. DEPASQUALE 681 West Lake Drive
Naples, Florida 34102

RAY D. MOHR 1575 Crayton Road
Naples, Florida 34102

ARTICLE VIII - Officers

The initial officer(s) of the corporation shall be as follows:

PHIL J. DEPASQUALE - President/Treasurer
RAY D. MOHR - Vice President/Secretary

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI - Pre-emptive Rights

Every shareholder, upon the issuance 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 at the price at which it is offered to others.

ARTICLE XII - Amendment

The Articles of Incorporation may be amended at any time pursuant to the requirements of F.S. 607.177, et seq., at any regular meeting or at a special meeting called for that purpose.

ARTICLE XIII - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

David P. Whiting, Esquire 4081 North Tamiami Trail
Park Square, C-105
Naples, Florida 34103

ARTICLE XIV - Initial Registered Office and Agent

FILED
98 JAN 29 AM 9:12
The street address of the initial registered office of the corporation is 4081 North Tamiami Trail, Park Square, Naples, Florida 34103, and the name of the initial registered agent of the corporation at that address is DAVID P. WHITING, Esquire.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 25th day of January, 1998.

By: [Signature]
DAVID P. WHITING, Esquire

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 26th day of January, 1998, by DAVID P. WHITING, Esquire, to me personally known, who stated under oath that he is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:



Candice N. Bain
MY COMMISSION # CC706558 EXPIRES
January 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Stamp/Seal

Candice N. Bain
Notary Public

CANDICE N. BAIN
Type or Print Notary Name

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

[Signature]
David P. Whiting, Esquire