

P98000015379

TRANSMITTAL LETTER

February 16, 1998

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

SUBJECT: DALI'S OF BOCA GRANDE, INC.
(proposed corporate name)

Enclosed are an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

From: Nathan E. Dougherty
P. O. Box 401
Boca Grande, FL 33921
(941) 964-2465

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-02/16/98--01059--009
***122.50 ***122.50

PLEASE RETURN COMPLETED FORM TO:

Nathan E. Dougherty
P. O. Box 401
Boca Grande, FL 33921
(941) 964-2465

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when a certified copy is requested.

QC 2-17-98

**ARTICLES OF INCORPORATION
OF
DALI'S OF BOCA GRANDE, INC.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME AND MAILING ADDRESS

The name of this corporation is Dali's of Boca Grande, Inc. and its mailing address shall be P. O. Box 401, Boca Grande, FL 33921.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 421 Park Avenue, Boca Grande, FL 33921. The name of the initial registered agent at such address is Nathan E. Dougherty.

ARTICLE 6. - DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than five.

ARTICLE 7. - INITIAL DIRECTOR

The names and mailing addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Nathan E. Dougherty	P. O. Box 401 Boca Grande, FL 33921
Carol M. Gallen	P. O. Box 401 Boca Grande, FL 33921

ARTICLE 8. - INCORPORATOR

The name and mailing address of the Incorporator of this corporation is:

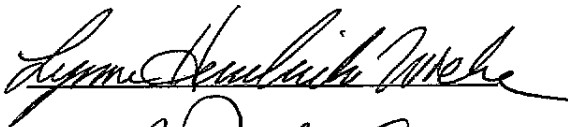

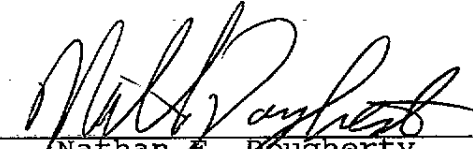
<u>NAME</u>	<u>ADDRESS</u>
Nathan E. Dougherty	P. O. Box 401 Boca Grande, FL 33921

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto
subscribed his/her name and affixed his/her seal this
13 day of February, 1998.


Witnesses:




Nathan E. Dougherty
Director

State of Florida
County of Charlotte

I HEREBY CERTIFY that on this day, before me, a
Notary Public duly authorized in the State and County
named above to take acknowledgements, personally appeared
Nathan E. Dougherty to me known to be the person described
as Incorporator in and who executed the foregoing Articles
of Incorporation, and he acknowledged that he executed the
same for the purposes therein stated.

WITNESS my hand and official seal in the State
and County aforesaid this 13th day of February 1998.


Notary Public

My commission expires:



**CERTIFICATE DESIGNATING A REGISTERED AGENT
AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

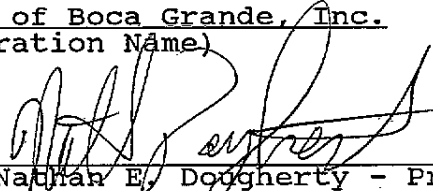
In compliance with Section 48.091, Florida
Statutes, the following is submitted:

Dali's of Boca Grande, Inc.
(Corporation Name)

desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the
Articles of Incorporation at P. O. Box 401, Boca Grande,
FL 33921, County of Lee, State of Florida, has
designated Nathan E. Dougherty, whose street address is
421 Park Avenue, Boca Grande, FL 33921, County of Lee,
State of Florida, as its agent to accept service of
process within this state.

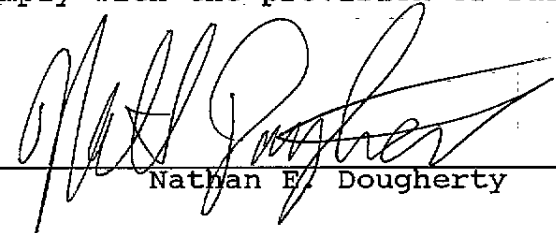
Dali's of Boca Grande, Inc.
(Corporation Name)

By:


Nathan E. Dougherty - President

ACCEPTANCE

Having been designated as agent to accept
service of process for the above-named corporation, at the
place stated in this certificate, I hereby agree to act in
this capacity and to comply with the provision of said law
relative to same.


Nathan E. Dougherty

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TALLAHASSEE, FLORIDA