

Charles E. Geary, P.A.

Attorney At Law
215 South Federal Highway, Suite 100
Stuart, Florida 34994



Charles E. Geary

Licensed in: Florida
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Stephen C. Frasier
Of Counsel

Licensed in: Florida
Colorado

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March 30, 1998

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

Re: ANDREOSI ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with my check in the amount of \$122.50 to cover your fee. Please file these documents and return a stamped in copy to me in the enclosed self addressed, stamped envelope.

Sincerely,

Charles E. Geary, P.A.

Rebecca D. Geary,
Secretary to Charles E. Geary
CEG/rg
enc.

Corpl/Sta.ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 13 AM 11:45

W98-7452

Charles E. Geary, P.A.

Attorney At Law
215 South Federal Highway, Suite 100
Stuart, Florida 34994



Charles E. Geary

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April 8, 1998

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

Re: ANDREOZZI ENTERPRISES, INC./ANDREOZZI ASSOCIATES, INC.
Ref. Number: W98000007452

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with a copy of the letter from your office requesting that a new name be submitted as the name "ANDREOZZI ENTERPRISES, INC." is unavailable. Please file these documents with the new name ANDREOZZI ASSOCIATES, INC. and return them to me in the enclosed self addressed, stamped envelope.

Sincerely,

Charles E. Geary, P.A.

A handwritten signature in cursive script, appearing to read "Rebecca D. Geary".

Rebecca D. Geary,
Secretary to Charles E. Geary
CEG/rg
enc.

Corpl/Sta.ltr



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1998

REBECCA E. GEARY, PA
215 S. FEDERAL HWY, STE. 100
STUART, FL 34994.

SUBJECT: ANDREOSSO ENTERPRISES, INC.
Ref. Number: W98000007452

We have received your document for ANDREOSSO ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 598A00017850

ARTICLES OF INCORPORATION
OF
ANDREOZZI ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 13 AM 11:45

The undersigned Incorporator(s), for the purpose of forming corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: ANDREOZZI ASSOCIATES, INC.

ARTICLE II. INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 2621 S.E. Hamden Road, Port St. Lucie, FL 34952-5220. The mailing address of this corporation is 2621 S.E. Hamden Road, Port St. Lucie, FL 34952-5220.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Donald A. Andreozzi
2621 S.E. Hamden Road
Port St. Lucie, FL 34952-5220

ARTICLE VI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Donald A. Andreozzi
2621 S.E. Hamden Road
Port St. Lucie, FL 34952-5220

ARTICLE VII. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Donald A. Andreozzi
2621 S.E. Hamden Road
Port St. Lucie, FL 34952-5220

ARTICLE VIII. PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of ownership and operation of a restaurant with a beer and wine and cigarette license.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IX. CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE X. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE XI. INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 8 day of April, 1998.

Donald A. Andreozzi
Donald A. Andreozzi

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 8th day of April, 1998 by Donald A. Andreozzi, who is personally known to me or who has produced Florida Drivers License as identification and who did not take an oath.

Marianne Messersmith
Print Name: MARIANNE MESSERSMITH
Notary Public



MARIANNE MESSERSMITH
MY COMMISSION # CC471271 EXPIRES
June 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

That ANDREOZZI ASSOCIATES, INC. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2621 S.E. Hamden Road, Port St. Lucie, FL 34952-5220, has named Donald A. Andreozzi, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: Donald A. Andreozzi

Donald A. Andreozzi

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 8th day of April, 1998 by Donald A. Andreozzi, who is personally known to me or who has produced his Drivers License as identification and who did not take an oath.

Marianne Messersmith
Print Name: MARIANNE MESSERSMITH
Notary Public



MARIANNE MESSERSMITH
MY COMMISSION # CC471271 EXPIRES
June 12, 1999
BONDED THRU TROY FARM INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 13 AM 11:45