

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 APR 23 PM 1:45

P980000036983

Melone's Quality Italian  
Baking & Deli, Inc.

500002497565--3  
-04/23/98--01025--021  
\*\*\*\*122.50 \*\*\*\*122.50

Signature \_\_\_\_\_

Requested by: CS

Name \_\_\_\_\_

Date 4/23

Time 9:45

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File cert

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC I or 3 File \_\_\_\_\_

\_\_\_\_ UCC II Search \_\_\_\_\_

\_\_\_\_ UCC II Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

RECEIVED  
98 APR 23 AM 9:59  
DIVISION OF CORPORATIONS

RP  
04-23-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

98 APR 23 PM 1:45

MELONE'S QUALITY ITALIAN BAKING & DELI, INC.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be Melone's Quality Italian Baking & Deli, Inc. The principal place of business of the corporation shall be 15507-7 McGregor Boulevard, Fort Myers, Florida 33908.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

In addition the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock of a par value of \$1.00 per share.

### ARTICLE IV

#### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is

already issued, shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

#### ARTICLE V

##### PREEMPTIVE RIGHTS DENIED

No holder of any of the shares now or hereafter issued by the corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares of the corporation of any class whatsoever or to subscribe for or purchase any additional shares, whether common, preferred, or of any other class, to be issued by reason of any increase in the authorized capital of the corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or other securities, convertible into shares of the corporation. Any and all such unissued shares and such additional authorized issue of new shares and such securities convertible into shares may be issued, allotted, and disposed of to such persons, firms, corporations, or associations and for such lawful consideration and upon such terms as the Board of Directors may deem advisable and for the best interests of the corporation.

#### ARTICLE VI

##### TRANSFER OF SHARES

Any shareholder desiring to transfer his shares of stock in this corporation must first offer his shares to the corporation for the same price as being offered to any third party. The corporation shall have twenty (20) days to acknowledge acceptance of said offer. If the corporation should decline to purchase said

stock or fails to acknowledge acceptance within twenty days, then said shareholder shall offer his shares for sale to the remaining shareholders in a prorata basis and those shareholders shall have an additional twenty days to acknowledge acceptance of said offer.

#### ARTICLE VII

##### PROHIBITION OF TRANSFER OF SHARES

If a shareholder shall be indebted to the corporation, the directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

#### ARTICLE VIII

##### TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date these Articles of Incorporation are filed with the Office of Secretary of State, State of Florida.

#### ARTICLE IX

##### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 15507-7 McGregor Boulevard, Fort Myers, Florida 33908, and the name of the initial registered agent of this corporation at that address is Robert W. Melone. The registered agent's address and the corporation's principal place of business are the same.

**ARTICLE X**

**DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by-Laws adopted by the stockholders, but shall never be less than one or more than seven. The name and address of the initial director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert W. Melone	15507-7 McGregor Boulevard Fort Myers, Florida 33908

**ARTICLE XI**

**INCORPORATORS**

The name and address of each incorporator of this corporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Robert W. Melone	15507-7 McGregor Boulevard Fort Myers, Florida 33908	100

**ARTICLE XII**

**OFFICERS**

The officers of this corporation shall be a President/Vice President, Robert W. Melone, and such additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors.

Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 1st day of December of each

and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders' meeting, which shall include the election of officers by the Board of Directors.

#### ARTICLE XIII

##### 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 shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XIV

##### INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### ARTICLE XV

##### COMPENSATION OF OFFICERS AND DIRECTORS

No salary or other compensation shall be paid to any director or officer of the corporation for services rendered as such director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held

shareholders' meeting by the record holders of at least two thirds of the then outstanding capital shares of the corporation.

Robert W. Melone  
Robert W. Melone

STATE OF New York  
COUNTY OF RICHMOND

Before me, an officer duly qualified to take acknowledgments, personally appeared ROBERT W. MELONE, who is personally known to me (or produced NYS Drivers License as identification) and who did (did not) take an oath, and who acknowledged the he executed the foregoing this 11th day of April, 1998.

Commission Expiration:

Josephine Garcia  
Notary Public  
Name Printed: Josephine GARCIA

JOSEPHINE GARCIA  
Commissioner of Deeds, City of New York  
License No. 5-560  
Certificate Filed in Richmond County  
Commission Expires March 1, 1999

06/01/99

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Robert W. Melone  
Robert W. Melone,  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 23 PM 1:45