

*42004-2854*

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 \*\*\*\*122.50 \*\*\*\*122.50

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Kurnellas Inc (Document #)
2. \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Document #)

98 MAY -7 PM 14:33  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**FILED**

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  Pick up time *4:00*  
 Mail out   
  Will wait   
  Photocopy   
  Certified Copy   
  Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

*Corpor*

98 MAY -7 PM 3:21  
 RECEIVED  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

*[Handwritten Signature]*

Examiner's Initials

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98 MAY -7 PM 4:33

SECRETARY OF STATE  
ALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**KURNELLAS, INC.**

The undersigned, acting as the incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME OF THE CORPORATION**

The name of this Corporation shall be **KURNELLAS, INC.**

**ARTICLE II**

**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV**

**AUTHORIZED SHARES**

**Number:** The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock.

**Initial issue:** 100 shares of the Capital Stock of the Corporation shall be issued for adequate consideration in the following manner:

**ANTHONY KURNELLAS**

**Ninety-Nine (99) Shares**

and

**NANCY ROEMER**

**One (1) Share**

**Dividends:** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

**No Classes of Stock:** The shares of the Corporation are not to be divided into classes.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

The initial street address in Florida of the initial registered office of the Corporation is c/o Hovan Gourmet, 8001 S. Orange Blossom Trail, Room 972, Orlando, Florida 32809 and the name of the initial registered agent at such address is ANTHONY KURNELLAS.

**ARTICLE VI**

**PRINCIPAL OFFICE**

The Principal Office of the corporation shall be c/o Hovan Gourmet, 8001 S. Orange Blossom Trail, Room 972, Orlando, Florida 32809.

**ARTICLE VII**

**BOARD OF DIRECTORS**

This corporation shall have One (1) Director constituting the initial Board of Directors. The Director need not be a resident of the State of Florida or Shareholders of the corporation.

Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The name and address of the person(s) who shall serve as Director(s) until him successors shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANTHONY KURNELLAS	c/o Hovan Gourmet, 8001 S. Orange Blossom Trail, Room 972 Orlando, Florida 32809

**ARTICLE VIII**

**INCORPORATORS**

The names and addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANTHONY KURNELLAS	c/o Hovan Gourmet, 8001 S. Orange Blossom Trail, Room 972 Orlando, Florida 32809

**ARTICLE IX**

**PREEMPTIVE RIGHTS OF SHAREHOLDERS**

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.


IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange County, Florida on this 28th day of April, 1998.

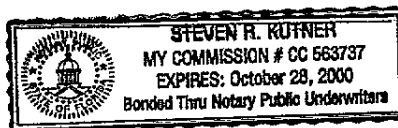
  
\_\_\_\_\_  
**ANTHONY KURNELLAS**

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 28th day of April, 1998, by **ANTHONY KURNELLAS**, who has produced a driver's license as identification or who is personally known to me.

  
\_\_\_\_\_  
Steven R. Kutner, Notary Public  
Commission No. CC563737  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

*That KURNELLAS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Orlando, Orange County, State of Florida, has named ANTHONY KURNELLAS located at c/o Hovan Gourmet, 8001 S. Orange Blossom Trail, Room 972, Orlando, Florida 32809 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.*

Date: April 28, 1998

  
\_\_\_\_\_  
ANTHONY KURNELLAS

**FILED**  
98 MAY -7 PM 4: 33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA