

TRANSMITTAL LETTER
P98000047971

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

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-05/26/98--01053--010
*****78.75 *****78.75

SUBJECT: Popelli's, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Mary Carotenuto
Name (printed or typed)

3000 Gulf Breeze Blvd, Ste 206
Address

Clearwater FL 33759
City, State & Zip

(813) 725-0270
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 26 AM 9:05

APPROVED
AND
FILED

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
POPELLI'S, INC.**

APPROVED
AND
FILED

98 MAY 26 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be POPELLI'S, INC., and it's business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and it's principal place of business shall be 1704 Clearwater Largo Road, Clearwater, FL 33756 and its mailing address shall be 3000 Gulf To Bay Blvd., Suite 206, Clearwater, FL 33759 or such other place as from time to time is designated.

ARTICLE II - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporation's primary business shall be a restaurant and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business

or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 10,000 shares of common stock, with a par value of one dollar per share, which stock may be issued in fractional shares and may be in whole or in part cancelled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE IV - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than two members who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws, Shareholder's Agreement, or by resolution of the Board of

Directors, and who shall hold office until their successors shall be elected and qualified.

ARTICLE VI - INCORPORATORS

The names and addresses of the incorporator to these Articles is as follows:

Mary Carotenuto, Esq.
3000 Gulf To Bay Blvd., Suite 206
Clearwater, FL 33759

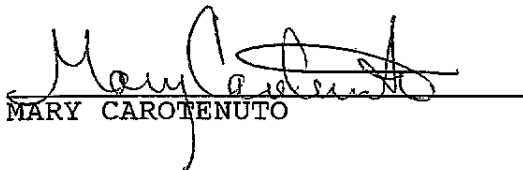
ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 22nd day of May, 1998.


MARY CAROTENUTO

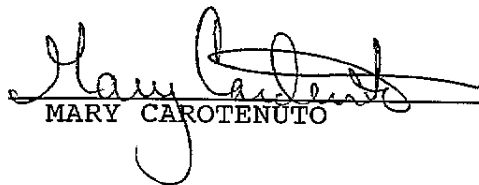
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Florida Statutes, the following is submitted in compliance with said act:

That POPELLI'S, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation at the City of Clearwater, County of Pinellas, State of Florida 33759, have named Mary Carotenuto at 3000 Gulf To Bay Blvd., Suite 206, City of Clearwater, County of Pinellas, State of Florida 33759 as its registered agent to accept service of process within this State.

ACCEPTANCE

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


MARY CAROTENUTO

APPROVED
AND
FILED

98 MAY 26 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA