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Law Offices

**GARGANO & MARCHEWKA, L.L.P.**

2075 West First Street, Suite 203  
Fort Myers, Florida 33901  
941-337-2280  
FAX 941-337-7705

**Anthony J. Gargano**

Please reply to:  
P.O. Box 2527  
Fort Myers, Florida 33902-2527

June 29, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6237  
Tallahassee, Florida 32314

\_\_\_\_\_  
\$), (if known):

300002600133-6  
-07/28/98--01022--010  
#) \*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: Articles of Incorporation of:  
Iguana Mia of Bonita Springs, Inc.

Dear Madam:

I have enclosed one (1) original and one (1) copy of the Articles of Incorporation of Iguana Mia of Bonita Springs, Inc. I have also enclosed a check made payable to the Secretary of State in payment of your required fees as follows:

Filing Fee: 35.00  
Registered Agent Filing Fee: 35.00  
Certified Copy Fee: 52.50

TOTAL: \$ 122.50

After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance.

Sincerely,

GARGANO & MARCHEWKA, L.L.P.

*Anthony J. Gargano*

Anthony J. Gargano

enclosures: as stated  
cc: client  
A:\articles.ltr.secst.enc.

*Dmc*  
*8/6/98*

~~7098-16221~~  
~~685, 625, 2550~~

**FILED**  
98 JUL 28 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 16, 1998

ANTHONY J. GARGANO, ESQ.  
GARGANO & MARCHEWKA, L.L.P.  
P.O. BOX 2527  
FORT MYERS, FL 33902-2527

SUBJECT: IGUANA MIA OF BONITA SPRINGS, INC.  
Ref. Number: W98000016221

We have received your document for IGUANA MIA OF BONITA SPRINGS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 198A00037943

*New Check #  
mailed 5104  
7/20/98*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**Iguana Mia of Bonita Springs, Inc.**

Pursuant to Section 607.0202, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do/does hereby adopt the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of the Corporation is **Iguana Mia of Bonita Springs, Inc.**

**ARTICLE 2. DURATION**

The duration of the corporation is perpetual.

**ARTICLE 3. PURPOSE**

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**ARTICLE 4. CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Those shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

**ARTICLE 5. PRINCIPAL OFFICE**

The principal office and the mailing address for the corporation is **4411 Cleveland Avenue, Fort Myers, Florida 33901.**

**ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the corporation is **2075 West First Street, Suite 203, Fort Myers, Florida 33901** and the name of its Registered Agent at that address is **Anthony J. Gargano.**

**ARTICLE 7. INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Directors of the Corporation is as follows:

David L. Lageschulte  
4411 Cleveland Avenue  
Fort Myers, FL 33901

Paul Lynch  
4411 Cleveland Avenue  
Fort Myers, Florida 33901

Michael Dirk Atherton  
4411 Cleveland Avenue  
Fort Myers, FL 33901

**ARTICLE 8. INCORPORATORS**

The name and address of each Incorporator is as follows:

Paul Lynch  
441 Cleveland Avenue  
Fort Myers, Florida 33901

**ARTICLE 9. AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE 10. INDEMNIFICATION**

The corporation shall indemnify each officer, director, incorporator and registered agent including former officers, directors, incorporators, and registered agent to the full extent permitted by law.

**ARTICLE 11. STOCK TRANSFER RESTRICTIONS**

Shares of stock owned by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in the proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written


pledge, hypothecate, or transfer on the books of the Corporation any and all of the shares of the Corporation. A copy of the agreement shall be filed with the Corporation and all certificates of stock shall state that they are subject to the terms of the agreement and the stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and conditions of the Agreement.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on June 29, 1998.

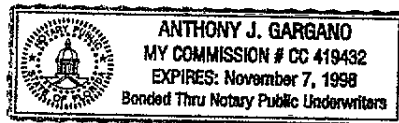
  
\_\_\_\_\_  
Paul Lynch

STATE OF FLORIDA }  
                              }  
COUNTY OF LEE     }

The foregoing instrument was acknowledged before me this June 29, 1998 by Paul Lynch, who is personally known to me or produced N/A as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Anthony J. Gargano  
Printed Name

My Commission Expires:



**FILED**


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **Iguana Mia of Bonita Springs, Inc.**
2. The name and address of the registered agent is: **Anthony J. Gargano.**
3. The address of the registered office of the Corporation is: **2075 West First Street, Suite 203, Fort Myers, Florida 33901.**

  
\_\_\_\_\_  
Paul Lynch, Incorporator  
June 29, 1998.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
\_\_\_\_\_  
Anthony J. Gargano, Registered Agent  
June 29, 1998