

FROM :

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FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING CONFIRMATION

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL01

CORPORATE NAME: J P CUISINE, INC.

SUB-ACCOUNT NUMBER:

METHOD OF DELIVERY: F

FAX PHONE NUMBER: (941)261-1599

MAILING NAME/ADDRESS: DAVID J. SZEMPRUCH, P.A.

5129 CASTELLO DR.

SUITE 2

NAPLES

FL 33940-

US

CERTIFICATE(S) REQUESTED: YES

ESTIMATED CHARGES: \$131.25

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

8/14/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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2:38

((H98000015157 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: DAVID J. SZEMPRUCH, P.A.

ACCT#: 073523003014

CONTACT: TRACY SNORF

PHONE: (941)261-8484

FAX #: (941)261-1599

FILED  
98 AUG 14 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAME: J P CUISINE, INC.

AUDIT NUMBER.....H98000015157

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$131.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

ARTICLES OF INCORPORATION  
OF  
J P CUISINE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

1.01. The name of the corporation shall be:

J P CUISINE, INC.

ARTICLE II COMMENCEMENT AND DURATION

2.01. The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III PURPOSE

3.01. The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV PRINCIPAL OFFICE

4.01. The principal place of business and mailing address of this corporation shall be:

3745 Tamiami Trail North  
Naples, Florida 34103

Prepared By:

David J. Szempruch, Esq.  
David J. Szempruch, P.A.  
5100 Tamiami Trail North  
Suite 201  
Naples, Florida 34103  
(941) 261-8484  
Fl. Bar No. 983616

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AUDIT NO. H98000015157

#### ARTICLE V CAPITAL STOCK

- 5.01. The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five Hundred (500) shares at one dollar (\$1.00) par value of a single class designated as Common Stock.

#### ARTICLE VI BOARD OF DIRECTORS

- 6.01. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the Bylaws.

- 6.02. Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.

- 6.03. The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation, but will never be fewer than one (1). The names and addresses of the initial directors is:

Paul Farrar  
3745 Tamiami Trail North  
Naples, Florida 34103

Jonathan C. Osburn  
3745 Tamiami Trail North  
Naples, Florida 34103

#### ARTICLE VII BYLAWS

- 7.01. The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

- 7.02. The affirmative vote of the holders of at least sixty percent (60%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

#### ARTICLE VIII AMENDMENT

- 8.01. These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of the capital

stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

#### ARTICLE IX PREEMPTIVE RIGHTS

9.01 Every shareholder shall have the right to purchase his or her pro-rata share of any new stock of this corporation of the same kind, class, or series as that which he or she already holds at the price at which said stock is offered to others.

#### ARTICLE X INITIAL REGISTERED AGENT AND STREET ADDRESS

10.01. The name and address of the initial registered agent is:

David J. Szempruch  
5100 Tamiami Trail North  
Suite 201  
Naples, Florida 34103

#### ARTICLE XI INDEMNIFICATION

11.01. The corporation shall indemnify any officer(s) or director(s), or any former officer(s) or Director(s), or any person exercising powers and duties as an officer or director of the corporation to the full extent permitted by law.

#### ARTICLE XII INCORPORATOR

12.01. The name and street address of the incorporator to these Articles of Incorporation is:

David J. Szempruch  
5100 Tamiami Trail North  
Suite 201  
Naples, Florida 34103

The undersigned incorporator has executed these Articles of Incorporation this August 14, 1998.

  
Signature: David J. Szempruch


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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: J P CUISINE, INC.
2. The name and address of the registered agent/ office is:

David J. Szempruch  
5100 Tamiami Trail North  
Suite 201  
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 8-14-98  
(Signature) (Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314

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