

AUG. 24. 1998 11:09AM

HARLLEE PORGE

NO. 411 P. 1/6

P98000073742

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8/24/98

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FAX #: (850)922-4001

FROM: HARLLEE, PORGES, HAMLIN, KNOWLES, BALD & PRO
CONTACT: TOM PUTNAM
PHONE: (941)748-3770

ACCT#: 076077002227

FAX #: (941)746-4160

NAME: CASANELLI PIZZA, INC.

AUDIT NUMBER.....H98000015706

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

CERT. OF STATUS..0

PAGES..... 5

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8/24/98

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AUG. 24. 1998 11:20AM

HARLLEE PORGES

NO. 4111 P. 2/6

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**ARTICLES OF INCORPORATION
OF
CASANELLI PIZZA, INC.**

98 AUG 24 AM 11: 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be CASANELLI PIZZA, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 2716
Stickney Point Road, Sarasota, Florida 34231.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of signing of
these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. 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 Corporation Act. No other purpose limits this
general purpose in any way.

Joseph L. Najmy, Esq.
Fla. Bar No. 0847283
Harlee, Porges, et al.
1205 Manatee Avenue West
Bradenton, Florida 34205
(941) 748-3770

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

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two
(2). The number of directors may be increased or decreased from time to time, as provided
in this corporation's bylaws, but shall never be less than one (1).

The name and address of each of the individuals who shall serve as the Initial Board
Of Directors is: SHAHEER C. HOSH, 2716 Stickney Point Road, Sarasota, Florida 34231
and AMIR C. HOSH, 2716 Stickney Point Road, Sarasota, Florida 34231.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any
former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 2716 Stickney Point
Road, Sarasota, Florida 34231.

The name of the individual who shall serve as this corporation's initial registered agent
at that address is: SHAHEER C. HOSH.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's
incorporator is: SHAHEER C. HOSH, 2716 Stickney Point Road, Sarasota, Florida 34231.

ARTICLE XI. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles Of Incorporation of this corporation shall be vested in the shareholders by a seventy-six percent (76%) vote.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 24th day of August, 1998.

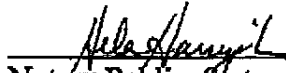

SHAHEER C. HOSH, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

On August 24th, 1998, SHAHEER C. HOSH, designated above as the individual who shall serve as this corporation's incorporator, who is (☒) personally known to me or (☐) produced _____ as identification, and who did not take an oath personally appeared before me and signed these Articles Of Incorporation.



HELEN HARRINGTON
MY COMMISSION # CG430684 EXPIRES
December 28, 1998
BONDED THRU TROY FARM INSURANCE, INC.


Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CASANELLI PIZZA, INC., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1997), I hereby state that I am familiar

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with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 24th day of August, 1998.


SHAHEER C. HOSH, Registered Agent

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TALLAHASSEE, FLORIDA

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