

P98000107965

LETTER OF TRANSMITTAL

DATE : December 17, 1998

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

FILED
98 DEC 28 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE : **Mama Bellas Inc.**

GENTLEMEN :

ENCLOSED IS THE ORIGINAL AND ONE COPY OF THE "ARTICLES OF INCORPORATION" TOGETHER WITH A CHECK IN THE AMOUNT OF \$122.50.

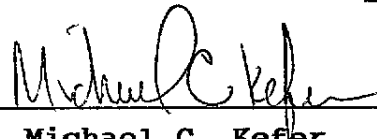
THIS REPRESENTS THE COST OF FILING FEES, COPY OF THE "ARTICLES OF INCORPORATION" TO BE CERTIFIED, AND FEES FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

SIGNED :

800002723628--2

-12/28/98--01098--017

122.50 **78.75




Michael C. Kefer

MAILING ADDRESS OF CORPORATION :

12901 McGregor Blvd.
Suite 5
Ft. Myers, FL 33901

PHONE : (941)454-3700

12/30/98


ARTICLES OF INCORPORATION
OF

Mama Bellas Inc.

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION,
NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS **Mama Bellas Inc.**

ARTICLE II - DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING
TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES
OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE
OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE **one hundred** SHARES
(**100**) OF COMMON STOCK DOLLARS (\$**100.00**) PAR VALUE COMMON STOCK,
WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE PRINCIPAL OFFICE, IF KNOWN, OR THE MAILING ADDRESS OF THE CORPORATION
IS **12901 McGregor Blvd.**
Suite 5
Ft. Myers, FL 33901


THIS CORPORATION SHALL HAVE **One** DIRECTOR(S) INITIALLY. THE
NUMBER OF DIRECTORS MAY EITHER INCREASE OR DIMINISH FROM TIME TO TIME
BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND
ADDRESSES OF THE INITIAL DIRECTOR(S) OF THE CORPORATION ARE AS FOLLOWS:

Michael C. Kefer
532 Gleason Parkway
Cape Coral, FL 33914

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ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INCORPORATORS SIGNING THESE ARTICLES OF
INCORPORATION THIS **17th** DAY OF **December**, **1998** :



Michael C. Kefer

Michael C. Kefer
532 Gleason Parkway
Cape Coral, FL 33914

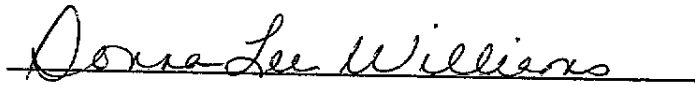
STATE OF FLORIDA
COUNTY OF LEE .

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN
THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

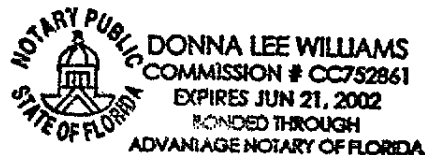
Michael C. Kefer

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE
AND COUNTY AFORESAID, THIS **17th** DAY OF **December**, **1998**



DONNA LEE WILLIAMS, NOTARY PUBLIC



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Mama Bellas Inc.

PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND 607.0501, THE FOLLOWING
IS SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE
OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION AT

12901 McGregor Blvd.

Suite 5

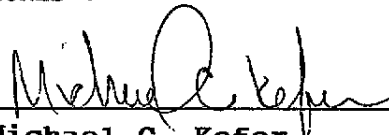
Ft. Myers, FL 33901

HAS NAMED **Mike Kefer**, LOCATED AT THE AFORESAID ADDRESS,
AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
AND BEING FAMILIAR WITH OBLIGATIONS OF THAT POSITION, I HEREBY ACCEPT
TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF
FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

SIGNED :



Michael C. Kefer

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TALLAHASSEE, FLORIDA