

P99000029628

March 29, 1999

Edward Thomas
4814 Lakewood Blvd
Naples, FL 34112

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-03/25/99--01051--002
*****70.00 *****70.00

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

Subject: Incorporation for Profit
Section 607.0120

Attached are the Articles of Incorporation for NAPLES
CAFE, INC., to be recorded by the State of Florida.
Please return a copy of these articles to Edward Thomas,
4814 Lakewood Blvd., Naples, FL 34112. Attached is
Check # 1053 for Seventy Dollars for the filing and
registration fees.

Questions relative to the corporation may be directed to
Edward Thomas, 4814 Lakewood Blvd., Naples, FL 34112 or
mail to the address indicated.

Thank you,

Edward Thomas
Edward Thomas

Incls:
Articles of Incorporation
Check # 1053

EFFECTIVE DATE
4-1-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 26 AM 8:59

FILED

Dmc
3/31/99

ARTICLES OF INCORPORATION
OF
NAPLES CAFE, INC

FILED
99 MAR 26 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation for profit under the provisions of Chapter 607.0202, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify, and acknowledge and file these Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of this corporation is:

NAPLES CAFE, INC.

EFFECTIVE DATE
4-1-99

ARTICLE II - DURATION

The term of existence of the corporation is perpetual, and shall be deemed to have commenced its existence on April 1, 1999.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Aggregate number of shares which the corporation has authority to issue is One Hundred (100) all of which shall be common shares with a par value of \$ 1.00. The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor of services actually performed for the corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 2220 9th Street N., Naples, FL 34103 and the name of the initial registered agent is Edward Thomas, 2220 9th Street N., Naples, FL 34103.

ARTICLE VI - DIRECTORS

The corporation shall be authorized to conduct business with one director (1); however, the maximum number of directors at any time shall not exceed ten (10) in number, and the beginning number of directors shall be one (2) in number, which number may be changed at any special or general meeting of the stockholders.

The names and addresses of the first board of directors are:

NAME	ADDRESS
Edward Thomas	2220 9th Street, N., Naples, FL 34103
Mary Ann Thomas	2220 9th Street, N., Naples, FL 34103

ARTICLE VII - INCORPORATOR

The names and addresses of the Incorporators are

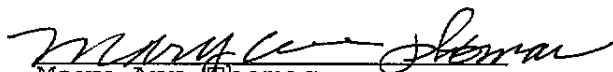
NAME	ADDRESS
Edward Thomas	2220 9th Street N., Naples, FL 34103
Mary Ann Thomas	2220 9th Street N., Naples, FL 34103

ARTICLE VIII - BYLAWS

The bylaws of the corporation are to be made, altered, or rescinded by a majority vote of the stockholders of the corporation at either an annual or special meeting that may be called pursuant to the bylaws of the corporation. At any such meeting, for the purpose of making, altering, or rescinding by laws, there must be approval of such action by fifty-one (51%) percent of the stock holders of the corporation.

In witness whereof, we have executed the foregoing Articles of Incorporation on the 29th day of March 1999.


Edward Thomas


Mary Ann Thomas

FILED

99 MAR 26 AM 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPOINTMENT OF INITIAL REGISTERED AGENT

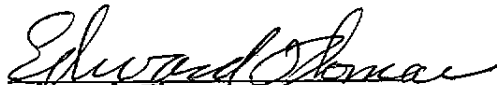
NAPLES CAFE, INC., a corporation organizing under the laws of the State of Florida, with its principal place of business at 2220 9th Street N., Naples, FL 34103 has named Edward Thomas, 2220 9th Street N., Naples, FL 34103 its initial registered agent to accept service of process within the State of Florida.

Dated 3-23-99


Edward Thomas

ACCEPTANCE

I agree, as Initial Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as is required by law.


Edward Thomas
Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Edward Thomas to me known to be the person described as Incorporator of and who executed the foregoing Articles of incorporation and acknowledged he executed the same for the purposes therein contained.

WITNESS MY HAND and Official Seal in the County and State last aforesaid the 23rd day of March, 1998.

