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Bonita Springs, FL 34133-0430

990000042414

May 4, 1999

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

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-05/05/99--01085--007
*****70.00 *****70.00

RE: Saponi Cuisine, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the sum of \$70.00 representing the fee to file the same. Please file the Articles and return one stamped copy to me at the above-address. Thank you for your assistance in this matter.

Respectfully,

Terrence F. Lenick
Terrence F. Lenick

TFL:mcj
Enclosure

FILED
1999 MAY -5 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1999 MAY -5 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SAPORI CUISINE, INC.

Articles of Incorporation executed by the undersigned for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE I - NAME

The name of this Corporation shall be SAPORI CUISINE, INC.

ARTICLE II - DURATION AND PRINCIPAL OFFICE

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law. The principal office is 24748 Lakemont Cove, Unit I 201, Bonita Springs, Florida 34134 which shall be the corporation mailing address.

ARTICLE III - PURPOSE

The general purpose for which this corporation is initially organized shall be the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, including but not limited to the operating of a restaurant business. In carrying out the foregoing purposes, the Corporation shall have all of the common law and statutory powers and duties of a Corporation for profit under the laws of the State of Florida, except as limited or modified by these Articles or By-Laws.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors in the Corporation.

ARTICLE V - REGISTERED AGENT

The initial registered office of this Corporation shall be at Joanne Patras, 24748 Lakemont Cove, Unit I 201, Bonita Springs, Florida 34134, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Joanne Patras.

ARTICLE VI - DIRECTORS

This Corporation shall have at least one (1) Director, with the exact number to be fixed by the By-Laws. The name and address of the first Director of the Corporation, who shall hold office for the first year or until successors are duly elected and qualified, shall be:

Joanne Patras
12848 Lakemont Cove
Unit I 201
Bonita Springs, FL 34134

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is Joanne Patras, 12848 Lakemont Cove, Unit I 201, Bonita Springs, FL 34134.

ARTICLE VIII - PRIVATE PROPERTY OF STOCKHOLDERS

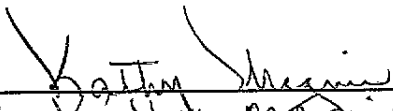
The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.


ARTICLE IX - INDEMNIFICATION


This corporation shall indemnify and insure its offices and Directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 4 day of May, 1999.

Signed, Sealed and Delivered
in the Presence of:

Sign 
Print Kathy MAGUIRE

Sign 
Print MARY C. JENNINGS


JOANNE PATRAS, Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF LEE)

The foregoing Articles of Incorporation was acknowledged before me this 4 day of May, 1999 by JOANNE PATRAS who is personally known to me or has produced _____ Driver's License # _____ as identification and who did take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 4 day of May, 1999.

(SEAL ABOVE)

Mary C. Jennings

Notary Public, State of Florida
Commission No. _____



Mary C. Jennings
Commission # CC 783920
Expires NOV. 14, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

I, JOANNE PATRAS, the Registered Agent appointed by the above and foregoing Articles of Incorporation, do hereby simultaneously accept such designation as Registered Agent for said Corporation and I do hereby further state that I am familiar with and accept the obligation provided for a Registered Agent in Chapters 607.0501 and 607.0505 of the Florida Statutes.

DATED this 4 day of May, 1999.

A handwritten signature in black ink, appearing to be 'JP' with a stylized flourish, positioned above a horizontal line.

JOANNE PATRAS, Registered Agent