

CRISTINO L. PEREZ

P99000074135

1109 West Waters Avenue, Suite A, Tampa, Florida 33604  
Telephone (813) 932-7721 Facsimile (813) 307-9805

August 10, 1999

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

re: Articles of Incorporation  
Lezzi-Perez Investments, Inc.

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-08/13/99--01111--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed please find the originally signed and notarized Articles of Incorporation for Lezzi-Perez Investments, Inc., along with the \$70.00 filing fee.

Please process these Articles of Incorporation at your earliest convenience.

Very truly yours,

*Cristino L. Perez*  
Cristino L. Perez

FILED  
99 AUG 13 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/19/99  
*[Signature]*

ARTICLES OF INCORPORATION  
OF  
LEZZI-PEREZ INVESTMENTS, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is LEZZI-INVESTMENTS, INC.

ARTICLE II  
DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III  
GENERAL NATURE OF THE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$1.00.

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TALLAHASSEE, FLORIDA

ARTICLE V  
PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of the corporation is Cristino L. Perez and the street address of the initial principal office of the corporation shall be 1109 W. Waters Ave., Suite A, Tampa, Florida 33604.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial directors of this corporation shall be: Cristino L. Perez and Elona Lezzi, whose address is 11707 Rolling Oaks Lane, Tampa, Florida 33624.

ARTICLE VII  
INCORPORATOR

The name and address of the Corporation's incorporator is Cristino L. Perez, 1109 W. Waters Ave., Suite A, Tampa, Florida 33604.

ARTICLE VIII  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE IX

### BY-LAWS

The initial By-laws shall be adopted by the Board of Directors subject to ratification by action of the shareholders. The power to alter, amend, or repeal the Bylaws or adopt new By-laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

## ARTICLE X

### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the By-laws.

## ARTICLE XI

### PREEMPTIVE RIGHTS

Each shareholder of this 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 outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share 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.

ARTICLE XII  
INDEMNIFICATION

If in the judgement of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in Section 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisee or heirs, in the manner and to the extent contemplated by Section 607.0850, as then in effect, or by any successor law thereto.

ARTICLE XIII  
LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

IN WITNESS WHEREOF, the undersigned hereby execute these Articles of  
Incorporation this 12<sup>th</sup> day of August, 1999

  
INCORPORATOR  
Cristino L. Perez

STATE OF FLORIDA

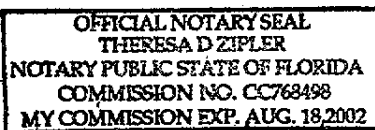
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 12<sup>th</sup> day of August 1999 by Cristino L. Perez, well known to me.

Theresa D. Zipler  
Notary Public - (Signature)  
Theresa D. Zipler

SEAL

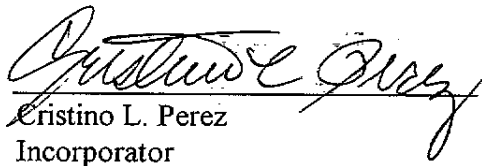
My Commission Expires:



## ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of Section 48.091 and 607.0501, Florida Statutes, Lezzi-Perez Investments, Inc., desiring to organize under the laws of the State of Florida, hereby designates Cristino L. Perez, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1109 W. Wateres Ave., Suite A, Tampa, Florida 33604, the business office of its Registered Agent, as its Registered Office.

LEZZI-PEREZ INVESTMENTS, INC.

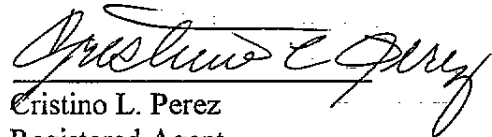
  
Cristino L. Perez  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

I hereby accept my appointment as Registered Agent of Lezzi-Perez Investments, Inc., and acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of Sections 448.091 and 607.0505, Florida Statutes.

DATED this 12th day of August, 1999.

  
Cristino L. Perez  
Registered Agent

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99 AUG 13 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA