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Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

AMICI DI FRANCESCO, INC.

No Translation. / person's name.

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|-----------------------|---------|
| Certificate of Status | 0       |
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TALLAHASSEE, FLORIDA

F. CHARTER

OCT 20 1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 20, 1999

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SUBJECT: AMICI DI FRANCESCO, INC.  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

(5)

OF

AMICI DI FRANCESCO, INC.

The undersigned, acting as incorporator of Amici di Francesco, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

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ARTICLE I. NAME

The name of the corporation is: Amici di Francesco, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III. PURPOSE

The corporation may transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. AUTHORIZED SHARES

The number of shares that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, other securities of the corporation, or promises to perform services for the corporation that are evidenced by a written contract, with a value, in the judgment of the Board of Directors, that is adequate. The corporation has the right to purchase or otherwise acquire shares of its own common stock to the extent provided by law, its by laws, or any agreement duly executed by the corporation. Each share of common stock issued by the corporation is subject to any stock transfer restrictions contained in the corporation's bylaws.

MARK A. PETCHE  
ATTORNEY AT LAW  
POST OFFICE BOX 3701 40  
TAMPA, FLORIDA 33697  
(813) 980-9000  
FLORIDA BAR NO. 339792

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#### **ARTICLE V. PREEMPTIVE RIGHTS**

The corporation shall give 30 days' advance written notice to the holder of its common stock before it issues any of the following securities (the "New Securities"), whether or not currently authorized, any shares of common or preferred stock, any rights, options, or warrants to acquire common or preferred stock, any notes, debentures, or other debt securities that are convertible into common or preferred stock. The notice will be effective on the third day after it is postmarked or, if hand delivered, when received. The holders of the corporation's common stock will have the first right (subject to adjustments to avoid issuing fractional securities) to purchase shares or other units of the New Securities (including shares issued from the treasury of the corporation) in the ratio that the respective amounts of common stock held by them at the time of the issue bears to the total number of shares of common stock outstanding. A shareholder waives his right to purchase any New Securities proposed to be issued by the corporation unless he exercises that right and pays for the New Securities within 30 days following the effective date of the corporation's written notice. Each shareholder has the right of over allotment, so that, if a shareholder does not purchase his pro rata interest in the New Securities, the other purchasing shareholders may purchase their respective pro rata interests in that portion the New Securities that he did not purchase. A holder of securities other than common stock shall not have, solely because of his holdings of other securities of the corporation, a right to purchase any New securities proposed to be issued by the corporation.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 16029 North Florida Avenue, Lutz, Florida 33549 and the name of the corporation's initial registered agent at that address is Mark A. Petch. The corporation's principal address, mailing address, and registered office address are the same.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name

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and street address of the initial director is:

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Name

Address

Francesco Marchesini

14516 North Rome Avenue  
Tampa, FL 33612

#### **ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator is:

Name

Address

Mark A. Petche

16029 North Florida Avenue  
Lutz, Florida 33549

The incorporator assigns to this corporation his rights under §607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation, these assignments becoming effective on the date corporate existence begins.

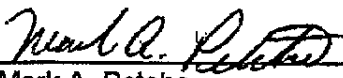
#### **ARTICLE IX. BYLAWS**

The power to adopt, amend, and repeal bylaws is vested in both the Board of Directors and the shareholders, except that the Board of Directors shall not amend or repeal a bylaw adopted by the shareholders if the shareholders' adopting resolution specifically provides that the bylaw cannot be amended or repealed by the Board of Directors.

#### **ARTICLE X. AMENDMENTS**

The corporation reserves the right to amend or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. Before the issuance of any shares of the corporation, these Articles of Incorporation can be amended by the unanimous vote or consent of the Board of Directors. Thereafter, every amendment must be approved by the Board of Directors, proposed by them to the shareholder, and approved by the vote or written consent of the holders of a majority of the shares entitled to vote on the matter.

Executed: **October 18, 1999.**

  
Mark A. Petche

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**CERTIFICATE OF DESIGNATED REGISTERED AGENT**  
**REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First, that Amici di Francesco, Inc. desiring to organize under the Law of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named Mark A. Petché, located at 16029 North Florida Avenue, Lutz, Florida 33549, as its agent to accept service of process with this state.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
 Mark A. Petché

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