

990000094277

MIRA STAGGERS WHITE
ATTORNEY AT LAW

MURDOCK PROFESSIONAL CENTER
1777 TAMiami TRAIL, SUITE 507
POST OFFICE BOX 381175
MURDOCK, FLORIDA 33938

TELEPHONE (941) 627-3667

FACSIMILE (941) 627-5781

September 22, 1999

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

700003000117--9
-09/29/99--01044--016
*****78.75 *****78.75

Re: Nonna's Inc.

Enclosed is the Articles of Incorporation for Nonna's Inc., along with the required fee. Please file the Articles and return a stamped copy to my office.

Thank you for your cooperation.

Sincerely,


Mira Stagers White

MSW:jr

FILED
99 OCT 25 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


T BROWN OCT 26 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 4, 1999

MIRA STAGGERS WHITE, ESQ.
P.O. BOX 381175
MURDOCK, FL 33938

SUBJECT: NONNA'S, INC.
Ref. Number: W99000022786

We have received your document for NONNA'S, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 099A00047964

**ARTICLES OF INCORPORATION
FOR
NONNA'S, INC. OF S.W. FLORIDA**

FILED
99 OCT 25 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation shall be:

NONNA'S, INC. OF S.W. FLORIDA

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of shares:	100
Par Value Per Share:	\$1.00 par value

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than

future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

ARTICLE VI

INITIAL OFFICERS AND DIRECTORS

The name and address of each officer and director of the corporation is:

NAME	ADDRESS
Suzanne Campione	14919 Tamiami Trail, North Port, FL 34287

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the office of this Corporation in the State of Florida shall be:
14919 Tamiami Trail, North Port, FL 34287

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by

resolution provide. The registered office and the principal office address of this Corporation is the same.

SUZANNE CAMPIONE, IS HEREBY APPOINTED AS REGISTERED AGENT of this Corporation. The mailing address of the designated Registered Agent is: 14919 Tamiami Trail North Port, FL 34287.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws.

They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws. The name and street address of the initial director who is to conduct the affairs of this Corporation until the first meeting and election and qualification of his successor:

NAME	ADDRESS
SUZANNE CAMPIONE	14919 Tamiami Trail, North Port, FL 34287

ARTICLE IX

INCORPORATOR

The Name and Address of the individual signing these Articles of incorporation is:

NAME	ADDRESS
------	---------

SUZANNE CAMPIONE

14919 Tamiami Trail, North Port, FL 34287

ARTICLE X

SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file a Subchapter S Corporation. Such actions as are necessary will be taken by the appropriate officer to accomplish this compliance.

ARTICLE XI

EFFECTIVE DATE

The corporation shall become effective as of the filing of these Articles with the Secretary of State, Division of Corporations.

ARTICLE XII

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.
2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.
3. The initial By-Laws of this Corporation shall be adopted by the Board of

Directors. The Bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to my defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this ____ day of _____, 1999.


SUZANNE CAMPIONE, Incorporator

FILED
99 OCT 25 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida

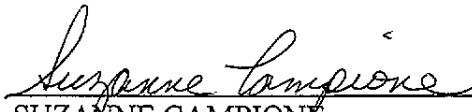
1. The name of the corporation is:

NONNA'S, INC. OF S.W. FLORIDA

2. The name and address of the Registered Agent and office is:

SUZANNE CAMPIONE, 14919 Tamiami Trail, North Port, FL 34287

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR 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.


SUZANNE CAMPIONE
Registered Agent

_____, 1999