



P020000012952

ACCOUNT NO. : 072100000032

REFERENCE : 346491 81095A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
02 FEB -5 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 5, 2002

ORDER TIME : 11:07 AM

ORDER NO. : 346491-015

CUSTOMER NO: 81095A

CUSTOMER: Andrew J. Johnston, Esq
Thomas W. Johnston, P.a.

Suite 301, Barnett Bank Bldg.
2335 East Atlantic Boulevard
Pompano Beach, FL 33062

RECEIVED
02 FEB -5 AM 11:23
DEPUTY CLERK
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SERIOUS FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

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-02/05/02--01068--012
*****87.50 *****87.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

J. BRYAN FEB 5 2002

ARTICLES OF INCORPORATION
OF
SERIOUS FOODS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

SERIOUS FOODS, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To own and operate a restaurant
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class and shall have a par value of \$1.00. The

shares shall be designated "common shares."

ARTICLE V

The address of the principle office address of the corporation is 6 South Main Street, Gainesville, Florida, 32601. The mailing address for the corporation is 804 N.E. 3rd Avenue, Gainesville, Florida, 32601. The name and address of the initial Registered Agent is Whitney Anne Johnston, 2335 East Atlantic Boulevard, # 301, Pompano Beach, Florida, 33062.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two, but may be amended by change of the corporate by-laws upon majority vote of the shareholders. The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Damon Thomason
804 NE 3rd Avenue
Gainesville, FL 32601

Gennaro Calabrese
715 S.E. 2nd Avenue
Gainesville, Florida 32601

ARTICLE VII

The name and address of the incorporator is:

Whitney Anne Johnston
Thomas W. Johnston, P.A.
Johnston, Thomas and Billington LLC
2335 East Atlantic Boulevard, # 301
Pompano Beach, Florida 33062

ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the director of the corporation.

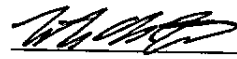
ARTICLE IX

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of February 2002.



Whitney Anne Johnston

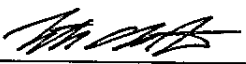
CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in
compliance with said Act:

First, that Serious Foods, Inc., is qualified to do business under the laws of the
State of Florida with its principal office at 6 South Main Street, Gainesville, Florida,
32601, County of Alachua, State of Florida, and its mailing address at 804 N.E. 3rd
Avenue, Gainesville, Florida, 32601, has appointed Whitney Anne Johnston, 2335 East
Atlantic Boulevard, Suite 301, Pompano Beach, 33062, County of Broward, State of
Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open said office.

By: 
Registered Agent

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TALLAHASSEE, FLORIDA