

Charter Number Only

2/24/95  
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Broward Review

Requestor's Name

Address

City State ZIP Phone

REGISTRATION ONLY

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CORPORATION(S) NAME

Russo Restaurants, Inc

FILED  
FEB 27 1995



Empire Toll Free: 1-800-432-3028

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H. SIM. FEB 27 1995

ARTICLES OF INCORPORATION  
OF  
RUSSO RESTAURANTS, INC.

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ARTICLE I. NAME

The name of this corporation is RUSSO RESTAURANTS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation are Russo Restaurants, Inc., c/o Zebersky Zebersky & Giulianti, P.A., 300 N.W. 70th Avenue, Suite 200, Plantation, FL 33317.

ARTICLE III. TERM OF EXISTENCE

The corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE IV. CAPITAL STOCK

The capital stock of the corporation shall be 1,000 shares of common stock without par value.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 300 NW 70th Avenue, Suite 200, Plantation, FL 33324. The name of the initial registered agent at that address is Stacey A. Giulianti, Esq.

ARTICLE VI. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

| Name           | Address  |
|----------------|--|
| Vittorio Russo | c/o Zebersky Zebersky & Giulianti, P.A.<br>300 N.W. 70th Avenue, Suite 200<br>Plantation, FL 33317 |

ARTICLE VII. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22<sup>th</sup> day of 2/22, 1995.

Vittorio Russo

Vittorio Russo

ARTICLE VIII

The initial board of directors shall consist of a total of (1) person and the name and address of the person who is to serve as an initial director is:

STACEY A. GIULIANTI, ESQ.  
300 N.W. 70th AVE. #200  
PLANTATION FL 33324

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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 PASSO Restaurants, Inc.  
(Name of Corporation) \_\_\_\_\_  
desiring to organize under the laws of the State of Florida  
(Florida)  
with its principal office, as indicated in the articles of incorporation has named Stacey A. Giuliano, esq.  
(Name of Registered Agent) \_\_\_\_\_  
located at Plantation County of Broward  
(City) (County)  
state of Florida, as its agent to accept service of process within 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.

SIGNATURE Stacey A. Giuliano  
Registered Agent

