

SANTO DIBELLA
309 S.E. 17TH TERRACE
CAPE CORAL, FLORIDA 33990

P97000052453

May 14, 1997

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

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-06/12/97--01031--004
****122.50 ****122.50

RE: BIANCA'S RISTORANTE ITALIANO, INC.

Greetings:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated and marked with a "X".

- A. Articles of Incorporation Filing Fee \$35.00
- B. Registered Agent Designation Filing Fee \$35.00
- C. Certified copy of Articles of Incorporation \$52.50 (optional)

If the chosen corporate name is unavailable, please call me immediately. Thank you for your cooperation.

Cordially,

SANTO DIBELLA

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Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 PM 12:03

CP 6/13/97

ARTICLES OF INCORPORATION
OF
BIANCA'S RISTORANTE ITALIANO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 PM 12:03

ARTICLE I. NAME

The name of this corporation shall be BIANCA'S RISTORANTE ITALIANO, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of filing of these Articles of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of conducting any and all lawful business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 par shares of common capital stock, at \$1.00 per share par value.

Articles Of Incorporation Of
BIANCA'S RISTORANTE ITALIANO, INC.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office"

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on the corporation's Initial Board Of Directors shall be TWO. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

SANTO DIBELLA 309 S.E. 17TH TERRACE
CAPE CORAL, FLORIDA 33990

KAREN S. DIBELLA 309 S.E. 17TH TERRACE
CAPE CORAL, FLORIDA 33990

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED
OFFICE & AGENT

The address of this corporation's principal office and the
address of this corporation's initial registered office shall
be: 16251 NO. CLEVELAND AVENUE, NO. FT. MYERS, FLORIDA 33903

The name of the individual who shall serve as this
corporation's initial registered agent at the address is:

SANTO DIBELLA

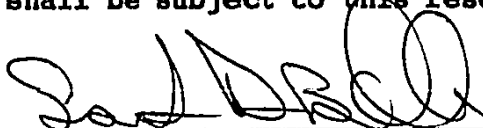
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve
as this corporation's incorporator is:

SANTO DIBELLA
309 S.E. 17TH TERRACE
CAPE CORAL, FLORIDA 33990

ARTICLE XI. AMENDMENT


This corporation reserves the right to amend or repeal any
provisions in these Articles Of Incorporation, or any
amendments hereto. Any rights conferred upon the shareholders
shall be subject to this reservation.


Santo Dibella 5/31/99
Incorporator

Articles Of Incorporation Of
BIANCA'S RISTORANTE ITALIANO, INC.

I hereby accept my designation as resident agent and agree to serve as the resident agent of BIANCA'S RISTORANTE ITALIANO, INC.

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for BIANCA'S RISTORANTE ITALIANO, INC.

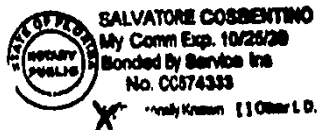

SANTO DIBELLA
Registered Agent

State of Florida
County Of Lee

ON MAY 31st, 1997, SANTO DIBELLA, designated above as the individual who shall serve as the corporation's initial registered agent, and the individual, designated above, as the corporation's incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of BIANCA'S RISTORANTE ITALIANO, INC.


Notary Public

Commission Expiration Date:



Articles Of Incorporation Of
BIANCA'S RISTORANTE ITALIANO, INC.

BIANCA'S RISTORANTE ITALIANO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 PM 12:03

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

1. The name of the corporation is:
BIANCA'S RISTORANTE ITALIANO, INC.
2. The name and address of the registered agent and office is:

SANTO DIBELLA
16251 NO. CLEVELAND AVENUE
NO. FT. MYERS, FLORIDA 33903

ACCEPTANCE

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 OF REGISTERED AGENT.

MAY 14, 1997


Registered Agent

Registered Agent Filing Fee \$35.00

REGISTERED AGENT DESIGNATION CERTIFICATE