

P97000008771

Florida Department of state
Bureau of Corporate records
Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
Paisano's Pizzeria & Italian Restaurant, Inc.

Dear Sirs:

Please find the enclosed articles of incorporation for
(Above Name Corp) for certification by the State of Florida.

Also, find enclosed a check for \$ 122.50 covering the filing
fees, certified copy and registered agent designation costs.

Sincerely,

Incorporator

Enclosures

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-01/24/97--01063--006
****122.50 ****122.50

Please return to
Paisano's Pizzeria
~~Bayview Park Shopping Center~~
5643 Park St. N.
~~St. Petersburg, FL 33709~~

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/29/97
JP

ARTICLES OF INCORPORATION
OF
PAISANO'S PIZZERIA & ITALIAN RESTAURANT, INC.

ARTICLE I
NAME

The name of this corporation is PAISANO'S PIZZERIA & ITALIAN RESTAURANT, INC.

The principle office of the corporation is at
5643 PARK ST N, ST. PETERSBURG, FL 33709.

ARTICLE II
Duration

This corporation shall exist perpetually unless dissolved according to law, commencing on the date of filing with the Secretary of State.

ARTICLE III
Purpose

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV
Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$ 1.00) par value common stock, all of which shall have the same rights and privileges.

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Each share of common stock shall entitle the holder thereof to one (1) vote at any stockholders meeting and otherwise to participate in all such meetings and in the assets of the corporation, and such shares shall be fully paid and non-assessable. They shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of such shares. They may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5643 PARK ST N, ST. PETERSBURG, FL 33709

and the name of the initial registered agent of this corporation at that address is VINCENT MORLE.

ARTICLE VI
Directors

This corporation shall have two (2) director(s) initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one (1). Vacancies on the Board of Directors may be filled at any special meeting of the stockholders or at any meeting of the Directors. Directors need not be shareholders of the corporation. They may hold office after their election for a period of one (1) year, or until their successors are duly elected. The affairs of the corporation will be managed by the Board of Directors as provided by the By-laws of this corporation.

ARTICLE VII
Initial Board of Directors

The name and address(s) of the initial Directors of this corporation is/are: Vincent Morle
Carmine Morle
5643 Park St N, St. Petersburg, Fl 33709

ARTICLE VIII
Incorporators

The name and street address of the person/s signing these Articles of Incorporation is/are: Vincent Morle
5643 Park St N
St. Petersburg, Fl 33709

ARTICLE IX
Special Provision

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Service Code.

ARTICLE X
Preemptive Rights

Every shareholder upon the sale for cash 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 prorata share thereof at the price that it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have
executed these Articles of Incorporation this 21 day of
JANUARY, 1997

Signature(s) of Incorporator(s)

Vincent Morrell

State of Florida)
County of Pinellas)

The foregoing instrument was acknowledged and sworn to
before me this 21st day of January 1997, by

Anne Phillips of _____.

Anne L. Phillips
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In Compliance with Sections 48.091 and 617.034, Florida statutes, the following is submitted:

FIRST that Paisano's Pizzeria & Italian Restaurant, Inc. desiring to organize or qualify under the laws of the State of Florida, with its registered office at the city of St. Petersburg County of Pinellas, State of Florida, has named Vincent Morle located at 5643 Park St N St Petersburg, Florida 33709 as its registered agent to accept Service of Process within this state. The registered office to this Corporation is the street address shown above.

Dated: JANUARY 21, 1997

Vincent Morle
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Vincent Morle
Registered Agent

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