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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

INDIERO'S II, INC.

Certificate of Status	0
Certified Copy	1
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N. Culligan APR 21 2000

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ARTICLES OF INCORPORATION
OF
INDIERO'S II, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the Corporation is:

INDIERO'S II, INC.

ARTICLE II.

The Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Department of State.

ARTICLE III.

The Corporation is organized for the purpose of operating restaurants and may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV.

The Corporation is authorized to issue 500 shares of \$1.00 par value which shall be designated as common shares.

ARTICLE V.

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Albert J. Indiero, Jr.
INITIAL REGISTERED OFFICE: 5416 W. Atlantic Blvd.
Margate, FL 33442

The Corporation's principal office and mailing address is: 5416 W. Atlantic Blvd., Margate, FL 33442.

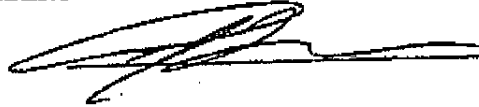
Prepared by: DONNA FREVITI SIMONE
Attorney at Law
11945 Waterwood Drive
Boca Raton, FL 33428
(561) 451-1752
FL BAR No. 239225

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Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT



ARTICLE VI.

The number of Directors constituting the initial Board of Directors of the Corporation is one or more. The number of Directors may be either increased or decreased from time to time by amendment to the Bylaws, but shall never be less than one.

The name and address of the initial Director(s) are:

NAME:	ADDRESS:
Albert J. Indiero, Jr.	4166 N.W. 6 th Court Deerfield Beach, FL 33442

ARTICLE VII.

The name and address of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR: Albert J. Indiero, Jr.
ADDRESS: 4166 N.W. 6th Court
Deerfield Beach, FL 33442

ARTICLE VIII.

The power to adopt, alter, amend, or repeal the Bylaws shall be vested in the Board of Directors and Stockholders.

ARTICLE IX.

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

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ARTICLE X.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XI.

At each election of Directors, every Stockholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII.

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.


 INCORPORATOR

State of Florida
County of Broward

The foregoing ARTICLES OF INCORPORATION were acknowledged before me this 20th day of April, 2000 by ALBERT J. INDIERO, JR., as Incorporator of INDIERO'S II, INC.


 Name:
Notary Public

SONIA I. SUAREZ
Notary Public, State of Florida
My Comm. exp. June 1, 2003
Comm. No. CC 842174

Personally known to me.
 or Produced Identification _____
 Type of Identification Produced _____

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