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CORPORATION NAME	(S) AND DOCUMENT NUMBER(S	S) (if known):
Rustico	Italiano Inc.	<u>-</u>
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Profit NonProfit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A. Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger	Certificate of FICTITIOUS NAME
Annual Report Fictitious Name Name Reservation	*REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	CORP SEARCH  OUMAY 24 PM 2: 23  OUSGO PORT SEEL FLORIDAYS  ALAHAS SEEL FLORIDAYS
Ordered By:		<b>************************************</b>
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# **ARTICLES OF INCORPORATION**

**OF** 

# **RUSTICO ITALIANO. INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLARID

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

#### ARTICLE 1 - NAME

The name of the Corporation is **RUSTICO ITALIANO, INC.**, (hereinafter, "Corporation"). The English translation for the name of this corporation is **RUSTIC ITALIAN, INC.** 

#### **ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 701 Lucerne Avenue, Lake Worth, Florida 33460 and the mailing address is the same.

#### ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is Victor Lerro, CPA, 2600 North Military Trail, Suite 230, Boca Raton, Florida 33431.

#### **ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:

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Gaetano Annunziata

Secretary:

Gaetano Annunziata

Treasurer:

Gaetano Annunziata

whose address shall be the same as the principal office of the Corporation.

# ARTICLE 6 - DIRECTOR(S)

The Director of the Corporation shall be:

è.

#### Gaetano Annunziata

whose address shall be the same as the principal office of the Corporation.

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND** (1,000) shares of common stock, each share having the par value of **ONE DOLLAR** (\$1.00).
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Director of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Director may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Director of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

# ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is located at 2600 North Military Trail, Suite 230, Boca Raton, Florida 33431. The name and address of the registered agent is Victor Lerro, CPA, 2600 North Military Trail, Suite 230, Boca Raton, Florida 33431.

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Victor Com	5/23/00
Victor Lerro, CPA, Incorporator	Date
above stated corporation at the place desi appointment as registered agent and agre comply with the provisions of all statutes rel of my duties, and I am familiar with and acce	igent and to accept service of process for the gnated in this certificate, I hereby accept the see to act in this capacity. I further agree to lating to the proper and complete performance ept the obligations of my position as registered
Victor Lerro, CPA, Registered Agent	5/2-3/00 Date

FILED 00 MAY 24 PM 2:55 SECRETARY OF STATE TALLAHASSEE, FLORIDA