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June 28, 2000

Division of Corporations
Florida Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: La Dolce Vita Italian Bistro, Inc.

Dear Madam/Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for La Dolce Vita Italian Bistro, Inc. Please file the Articles of Incorporation and return to our office one (1) certified copy of same. I also enclose our firm's check in the amount of \$78.75 for the filing and certification fee.

I thank you for your assistance and cooperation.

Sincerely,



Louis D. D'Agostino
For the Firm

FILED
00 JUN 30 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LDD:skb

Enclosures

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F. CHEFFY

JUL 5 2000

**ARTICLES OF INCORPORATION
OF
LA DOLCE VITA ITALIAN BISTRO, INC.**

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation is: **LA DOLCE VITA ITALIAN BISTRO, INC.**

FILED
00 JUN 30 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE II.
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III.
INCORPORATOR**

The name and address of the incorporator is:

Name

Address

Louis D. D'Agostino

Cheffy, Passidomo, Wilson & Johnson, LLP
821 Fifth Avenue South, Suite 201
Naples, Florida 34102

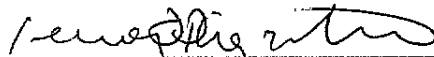
**ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of the initial registered agent of this Corporation at this address is Louis D. D'Agostino.

ARTICLE V.
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 11250 Tamiami Trail East, Units B1 and B2, Naples, Florida 34113.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 29th day of Aug, 2000.

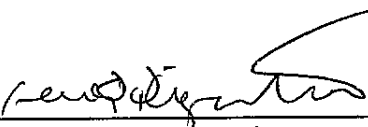


Louis D. D'Agostino, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

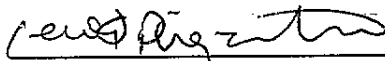
THAT **LA DOLCE VITA ITALIAN BISTRO, INC.**, desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business located at 11250
Tamiami Trail East, Units B1 and B2, Naples, Florida 34113, has named Louis D.
D'Agostino, located at 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, as its
agent to accept service of process within Florida.



Louis D. D'Agostino, Incorporator
Dated: 6/29/00

00 JUN 30 PM 2:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation,
at the place designated in this Certificate, Louis D. D'Agostino hereby agrees to comply
with the provisions of all statutes relative to the proper and complete performance of its
duties.



Louis D. D'Agostino, Incorporator
Dated: 6/29/00, 2000