

P000000069401



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 770454 169526A
AUTHORIZATION : *Patricia Pignat*
COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 20 PM 2:50

ORDER DATE : July 20, 2000
ORDER TIME : 11:39 AM
ORDER NO. : 770454-005
CUSTOMER NO: 169526A

0000003329580--9

CUSTOMER: Amy Valiente, Legal Asst
Manguart & Associates, P.a.
Main Floor
1428 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: IL GIRAMONDO RESTAURANT CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

RECEIVED
00 JUL 20 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 20

ARTICLES OF INCORPORATION
OF
IL GIRAMONDO RESTAURANT CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 20 PM 2:50

ARTICLE I - NAME AND ADDRESS

The name and mailing address of the Corporation is Il Giramondo Restaurant Corp. and 15595 N.W. 15th Avenue, Miami, Florida 33169, respectively.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a one dollar (\$1.00) par value per share.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 1428 Brickell Avenue, Main Floor, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Julio E. Manguart, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process, and with the provisions of Section 607.0505, Florida Statutes, as amended from time to time, with respect to his duties as registered agent.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

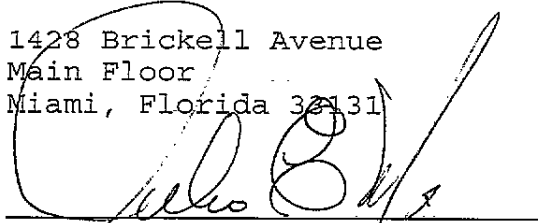
The initial Board of Directors shall consist of four members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than ten. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Guido Zecchini	15595 N.W. 15 th Avenue Miami, FL 33169
Giancarlo Monegatti	15595 N.W. 15 th Avenue Miami, FL 33169
Anna Maria Tinti	15595 N.W. 15 th Avenue Miami, FL 33169
Julio E. Manguart	1428 Brickell Avenue Main Floor Miami, FL 33131

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

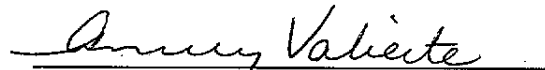
<u>Name</u>	<u>Address</u>
Julio E. Manguart	1428 Brickell Avenue Main Floor Miami, Florida 33131



 Incorporator

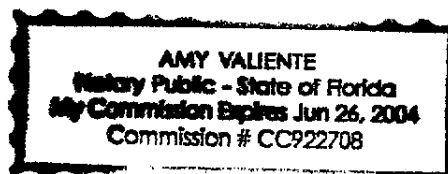
STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)

The foregoing Articles of Incorporation of Il Giramondo Restaurant Corp. were acknowledged before me this 19th day of July, 2000, by Julio E. Manguart, as Incorporator, who produced his Florida driver's license as identification, but did not take an oath.



 Notary Public

My commission expires :

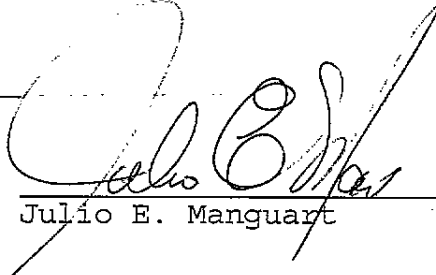


ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Il Giramondo Restaurant Corp. at the place designated in the Articles of Incorporation, Julio E. Manguart agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505.

Date: _____

7/19/00


Julio E. Manguart

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 20 PM 2:50