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Account Name : KAY, GRONEK & LATHAM, LLP
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FLORIDA PROFIT CORPORATION OR P.A.

Villa Capri Restaurants, Inc.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 31, 2000

KAY, GRONEK & LATHAM, INC.

SUBJECT: CAPRI RESTAURANTS, INC.
REF: W00000026119

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The conflict is (THE CAPRI RESTAURANT, INC.).

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Tracy Smith
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10/31, 2¹⁵

I HAVE RENAMED THE CORP
"VILLA CAPRI RESTAURANTS, INC"

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**ARTICLES OF INCORPORATION
OF
VILLA CAPRI RESTAURANTS, INC.**

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **VILLA CAPRI RESTAURANTS, INC.**

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is KG&L Services, Inc.

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ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Robert J. Gronek	390 N. Orange Avenue Suite 600 Orlando, FL 32801

ARTICLE VII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of the corporation in the state of Florida is 2962 Oak Hammock Court, Oviedo, Florida 32765-9337.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 35th day of October, 2000.



 ROBERT J. GRONEK, Incorporator

