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ACCOUNT NO. : 072100000032

REFERENCE : 887855 10690A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pyzdek*

ORDER DATE : November 6, 2000

ORDER TIME : 12:08 PM

ORDER NO. : 887855-005

CUSTOMER NO: 10690A

CUSTOMER: Victor M. Watson, Esq  
Watson Soileau Deleo & Burgett

900003453329--0

Suite C  
1970 Michigan Avenue  
Cocoa, FL 32922

DOMESTIC FILING

NAME: MILAN HOSPITALITY GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: - Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV -6 PM 2:54

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

00 NOV -6 PM 2:54

TO AGENCY OF FILING  
SUFFICIENCY OF FILING

*eg 11/16/00*

ARTICLES OF INCORPORATION

OF

MILAN HOSPITALITY GROUP, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 NOV -6 PM 2:54

Article I - Name

The name of this corporation is MILAN HOSPITALITY GROUP, INC.

Article II -Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to

others.

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1970 Michigan Avenue - Building C, Cocoa, Florida, 32922.

The name of the initial registered agent of this corporation at that address is Victor M. Watson.

The principal office of this corporation is 1970 Michigan Avenue - Building C, Cocoa, Florida, 32922.

**Article VII - Initial Board of Directors**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are Luis Cordova, 77-15 113<sup>th</sup> Street, Forest Hills, NY, 11375 and Andrew Daniel, 5 Moore Circle, Freeport, NY, 11520 and Rajesh Sheth, 12 Eastwood Place, Commack, NY, 11725.

**Article VIII - Incorporator**

The name and address of the person signing these articles is Victor M. Watson, 1970 Michigan Avenue - Building C, Cocoa, Florida 32922.

#### Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the stockholders.

#### Article X - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### Article XI - Indemnification

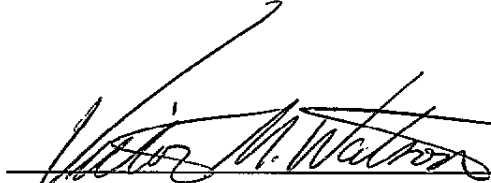
The corporation shall indemnify any officer or director, or any former officer or director, acting in the scope of his employment with MILAN HOSPITALITY GROUP, INC. to the full extent permitted by law.

#### Article XII - Amendment

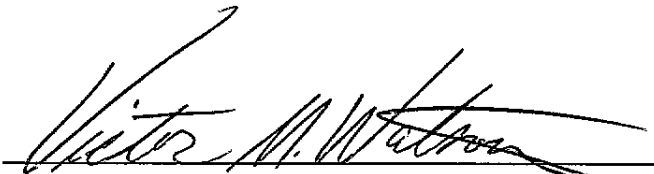
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

#### Article XIII - Acceptance of Registered Agent

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

  
Victor M. Watson  
Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber/incorporator  
has executed these articles of incorporation this 3rd day of  
November, 2000.

  
Victor M. Watson  
Subscriber/Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV -6 PM 2:54

**ACKNOWLEDGMENT**

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation were sworn to and  
subscribed before me this 3rd day of November, 2000, by Victor M.  
Watson, as subscriber/incorporator and as registered agent who is  
personally known to me or who has produced a Florida drivers  
license as identification and who did take an oath.



Notary Public:

  
Name: LISA K CANTWELL  
State of Florida at Large

My Commission Expires: