

P00000116875

OFFICE USE ONLY (Document #)

EXPRESS CORPORATE FILING SERVICE INC.

(Requestor's Name)

3940 W. FLAGLER ST. 2nd FLOOR

(Address)

MIAMI, FLORIDA 33134 (305)444-4994

(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Venezia Pizza & Cafe II, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
00 DEC -1 PM 12:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-12/01/00-01031-014
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DEC 01 2000

Examiner's Initials

ARTICLES OF INCORPORATION
OF
VENEZIA PIZZA & CAFÉ II, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is _____

VENEZIA PIZZA & CAFE II, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of no par value common stock, which shall be designated "Common Stock".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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 9040 COLLINS AVE #11, MIAMI BEACH, FL 33154

and the name of the initial registered agent of this corporation is JOSE G. PEREZ

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than ONE.

The name and address(es) of the initial director(s) of this corporation is (are):

JOSE G. PEREZ

9040 COLLINS AVE., #11
MIAMI BEACH, FL 33154

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

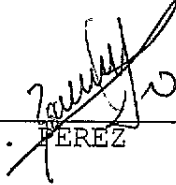
ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these articles is (are):

JOSE G. PEREZ

9040 COLLINS AVE # 11
MIAMI BEACH, FL 33154

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these articles of incorporation this 30th day of November, 2000.



JOSE G. PEREZ

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TALLAHASSEE FLORIDA

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


In compliance with section 607.034 of the Florida Statutes,
the following is submitted: VENEZIA PIZZA & CAFE II, INC.
desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business in the City of
Miami, County of Miami-Dade, State of Florida, has named _____
JOSE G. PEREZ _____ located at _____
9040 COLLINS AVE #11 City of Miami Beach, County of Miami-Dade,
State of Florida as its agent to accept service of process within
the State of Florida.

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TALLAHASSEE FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above
mentioned corporation, at the place designated in this Certificate,
I hereby agree to act in this capacity, and further agree to comply
with the provisions of all Statutes relative to the proper and
complete performance of my duties.

Dated this 30 day of November, 2000.



Resident and Registered Agent