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December 20, 2000

**CERTIFIED MAIL/RRR# 7099 3400 0008 7452 6354**

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\*\*\*\*\*122.50 \*\*\*\*\*78.75

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

Re: ARTICLES OF INCORPORATION FOR:  
**ROMANO'S FINE ITALIAN DINING, INC.**

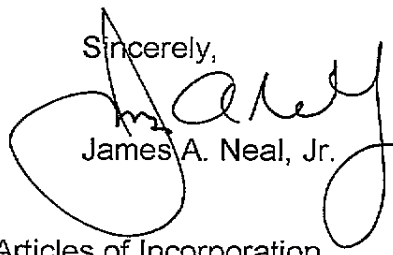
Dear Sir or Madam:

Enclosed herewith is an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed in payment of the following fees:

Filing Fee:	\$ 35.00
Certified Copy:	\$ 52.50
Registered Agent Fee:	<u>\$ 35.00</u>
Total:	\$122.50

Please file the original of the enclosed Articles of Incorporation for the above-named corporation and return a certified copy to the undersigned in the self-addressed/stamped envelope which is enclosed for your use. Your prompt attention to this matter is appreciated.

Sincerely,

  
James A. Neal, Jr.

JAN:cr

Enclosures: Original and copy of Articles of Incorporation,  
Check, return envelope

cc: Joseph Romano (w/enc.)

FILED  
00 DEC 26 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

 T. Burch JAN 3 2001

FILED

00 DEC 26 AM 8:49

ARTICLES OF INCORPORATION

FOR

ROMANO'S FINE ITALIAN DINING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby sets forth his intention to form a corporation under the laws of the State of Florida.

**Article 1. Name.**

The name of this corporation is: **ROMANO'S FINE ITALIAN DINING, INC.**

**Article 2. Principal Office/ Mailing Address.**

The street address of the initial principal office is: **5705 Gulf to Lake Highway West, Crystal River, FL 34429.** The mailing address of the corporation is: **5705 Gulf to Lake Highway West, Crystal River, FL 34429.**

**Article 3. General Purpose.**

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

**Article 4. Capital Stock.**

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

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ROMANO'S FINE ITALIAN DINING, INC.  
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**Article 5. Initial Registered Office and Agent.**

The name and street address of the initial registered agent and office of this corporation is: **Joseph Romano, 5705 Gulf to Lake Highway West, Crystal River, FL 34429.**

**Article 6. Initial Board of Directors.**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time in accordance with the provisions of the by laws, but shall never be less than one. The name and address of the initial director of this corporation is: **Joseph Romano, 5705 Gulf to Lake Highway West, Crystal River, FL 34429.**

**Article 7. Incorporator.**

The name and address of each incorporator is: **Joseph Romano, 5705 Gulf to Lake Highway West, Crystal River, FL 34429.**

**Article 8. By-Laws.**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders of this corporation.

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ROMANO'S FINE ITALIAN DINING, INC.  
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**Article 9. Indemnification.**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

**Article 10. Amendments.**

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 Shareholders or Directors is subject to this reservation.

**Article 11. Pre-emptive 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 at pro-rata share thereof at the price of which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of December, 2000.

  
\_\_\_\_\_  
JOSEPH ROMANO

STATE OF FLORIDA  
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 20th day of December, 2000, by JOSEPH ROMANO, who is personally known to me or produced as identification and who did not take an oath.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



James A. Neal, Jr.  
MY COMMISSION # CC982102 EXPIRES  
December 16, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

Articles of Incorporation of  
ROMANO'S FINE ITALIAN DINING, INC.  
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**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

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Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**ROMANO'S FINE ITALIAN DINING, INC.**

2. The name and address of the registered agent and office is:

**JOSEPH ROMANO  
5705 GULF TO LAKE HIGHWAY WEST  
CRYSTAL RIVER FL 34429**

FILED  
00 DEC 26 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM  
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS  
REGISTERED AGENT.**

By: 

\_\_\_\_\_  
JOSEPH ROMANO  
Registered Agent

Date: December 20, 2000.