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FILED
JAN 23 PM 2:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

January 22, 2001

VIA UPS OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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*****78.75 *****78.75

Re: **Incorporation of Calzano Cuisine, Inc.**
Our File No: 01-011

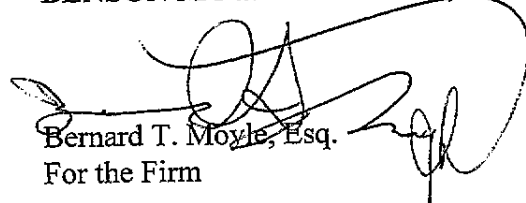
To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for Calzano Cuisine, Inc. d/b/a Rino's Ristorante to be filed with your office. Additionally, we enclose our Attorney Trust Account check in the amount of \$78.75 representing the filing and certified copy fee.

Please return a certified copy of the Articles in the self-addressed, stamped envelope provided for this purpose. Thank you for your anticipated cooperation in this matter.

Very truly yours,

BENSON MOYLE & MUCCI, LLP


Bernard T. Moyle, Esq.
For the Firm

Barbara GAVE
AUTHORIZATION BY PHONE TO
CORRECT DBa in arts
DATE 1-24-01
DOC. EXAM gy

BTM/bao

Enclosures: Original & Copy of Articles of Incorporation
Firm Check # 5219 in the amount of \$78.75
Self-addressed Stamped Envelope

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**ARTICLES OF INCORPORATION
OF
CALZANO CUISINE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Incorporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **CALZANO CUISINE, INC.**

whose principal place of business is 7679 West Sample Road, Coral Springs, Florida 33065.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is One Financial Plaza, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is Bernard T. Moyle, Esq.

ARTICLE VI

The number of directors constituting its initial Board of Directors are two (2), whose names and addresses are:

Steven Calhoun
7679 West Sample Road
Coral Springs, FL 33065

Gennaro Balzano
7679 West Sample Road
Coral Springs, FL 33065

ARTICLE VII

The name and address of the incorporator is:

Bernard T. Moyle
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting by majority vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

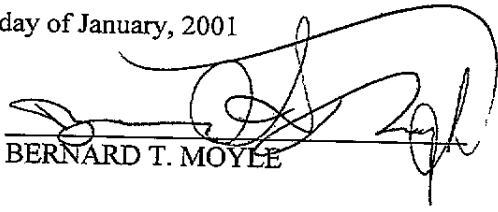
ARTICLE XI

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XII

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the 22nd day of January, 2001, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

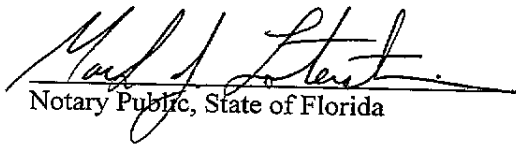
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Fort Lauderdale, Florida, on the 23rd day of January, 2001


BERNARD T. MOYLE

**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Fort Lauderdale, in said County and State this 22nd day of January, 2001


Notary Public, State of Florida

Printed Name: _____

My Commission Expires:



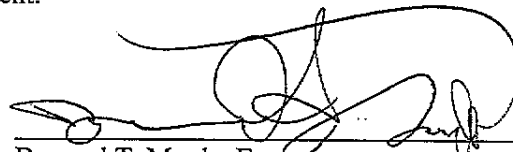
Mark J Loterstein
My Commission CC827823
Expires April 19, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

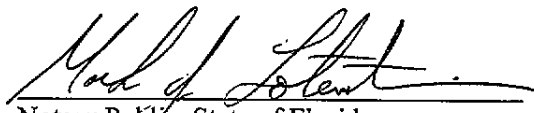
ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle, Esq., who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1997) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.



Bernard T. Moyle, Esq.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 22nd day of January, 2001.


Notary Public, State of Florida

Printed Name: _____

My Commission Expires:

 Mark J Loterstein
My Commission CC827823
Expires April 19, 2003