

PO1000012073  
TRANSMITTAL LETTER

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

900003617889--6  
-01/31/01--01063--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT: Twin Brothers Pizza & Pasta, Inc.**

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of **\$78.75**.

**FROM:**

Paolo Verilo  
12402 Twin Branch Acres Rd  
Tampa, FL 33626  
813-814-1693

**FILED**  
01 JAN 31 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**01 JAN 31 PM 1:51**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

***ARTICLES OF INCORPORATION  
of  
TWIN BROTHERS PIZZA & PASTA, INC.***

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is Twin Brothers Pizza & Pasta, Inc..

12402 Twin Branch Acres Rd  
Tampa, FL 33626  
813-814-1693

**ARTICLE II  
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Paolo Verilo  
12402 Twin Branch Acres Rd  
Hillsborough County  
Tampa, FL 33626

**ARTICLE IV  
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V  
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Paolo Verilo  
12402 Twin Branch Acres Rd  
Tampa, FL 33626

Laura Verilo  
12402 Twin Branch Acres Rd  
Tampa, FL 33626

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VI  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Paolo Verilo

Paolo Verilo, Incorporator  
12402 Twin Branch Acres Rd  
Tampa, FL 33626

State of Florida, County of Hillsborough, ss:

Subscribed and sworn to (or affirmed) before me this 09 day of JAN 2001.



Frank Arcieri  
MY COMMISSION # CC757765 EXPIRES  
July 8, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

Frank Arcieri  
Notary Public

CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the state of Florida.

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

Paolo Verilo  
12402 Twin Branch Acres Rd  
Tampa, FL 33626  
813-814-1693

Signature: X Paolo Verilo

Title : President

Date : 01-29-01

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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.

Signature : X Paolo Verilo

Date : 01-29-01