

P01000065577

**Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000078078 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL -2 AM 8:58

FLORIDA PROFIT CORPORATION OR P.A.

ROLANDI PASTA FACTORY AND GRILL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

H 01000078078

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

ROLANDI PASTA FACTORY AND GRILL, INC.

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

ARTICLE I

The name of the corporation is:

ROLANDI PASTA FACTORY AND GRILL, INC.

ARTICLE II

Nature of business

The corporation is initially organized for the general purpose of transacting any or all lawful business for which corporations may be incorporated pursuant to Chapter 607, Fla. Stat.

ARTICLE III

H 01000078078

Shares

The maximum number of shares that the corporation is authorized to have outstanding shall be 1000 shares of common, \$1.00 par value voting stock, all of one class.

Harry D. Polatsek, Esq.
2455 E. Sunrise Boulevard, Suite 1216
Fort Lauderdale, FL 33304
Telephone: (954) 566-0377
Florida Bar No. 230960

FULL
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL - 2 AM 8:58

ARTICLE IV

Section 1244 Stock

The incorporator, Subscribers and Directors of the corporation intend that all stock shall be issued pursuant to Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V

Unissued or Treasury shares

Each shareholder of the corporation shall enjoy the preemptive right to acquire a proportionate share of any unissued or treasury shares to be sold by the corporation on the same terms as such shares would be sold to non-shareholders. The number of shares that each shareholder shall be entitled to purchase shall be determined by multiplying the number of shares of unissued or treasury stock to be sold by a fraction which has as its numerator the number of shares owned by the purchasing shareholder, and which has its denominator the total number of issued and outstanding shares of the corporation owned by all shareholders before the contemplated sale. In the event that any shareholder chooses to purchase less than all the shares to which he is entitled to purchase, the remaining shares shall first be offered to the remaining shareholders of the corporation. In the event that the calculations set out above result in a shareholder being entitled to purchase a fraction of a share, the corporation shall issue such fractional share. Unissued or treasury shares may be offered to a non-shareholder of the corporation only after all the existing shareholders have refused to purchase the shares offered.

ARTICLE VI

Initial Registered Office and Registered Agent

The Street address of the initial registered office of the corporation is **2455 East Sunrise Boulevard, Suite 1216, Fort Lauderdale, FL 33304** and the name of the initial registered agent of the corporation is **FABIO M. ROLANDI**.

ARTICLE VII

Directors

The corporation shall have one director initially. The number of directors may be changed from time to time according to the By-Laws of the corporation, but the number shall never be more than five. The name and address of the initial director is:

FABIO M. ROLANDI, DIRECTOR
2455 EAST SUNRISE BOULEVARD
SUITE 1216
FORT LAUDERDALE, FLORIDA 33304

ARTICLE VIII

Incorporation

The name and address of the person signing these articles of incorporation is:

FABIO M. ROLANDI
2455 EAST SUNRISE BOULEVARD
SUITE 1216
FORT LAUDERDALE, FLORIDA 33304

ARTICLE IX

Duration of corporation

The duration of the corporation shall be perpetual.

ARTICLE X

Corporation's principal office

The initial principal office of this corporation shall be:

2455 EAST SUNRISE BOULEVARD
SUITE 1216
FORT LAUDERDALE, FLORIDA 33323

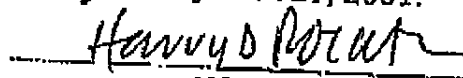
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of **ROLANDI PASTA FACTORY AND GRILL, INC.** on this 2nd day of July, 2001.


FABIO M. ROLANDI

STATE OF FLORIDA :
COUNTY OF BROWARD : ss.:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared FABIO M. ROLANDI of ROLANDI PASTA FACTORY AND GRILL, INC. to me known to be the person described in and who acknowledged before me that he executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid on this 2nd day of JULY, 2001.


NOTARY PUBLIC
State of Florida.



CERTIFICATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OF THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING UPON PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

That ROLANDI PASTA FACTORY AND GRILL, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of FORT LAUDERDALE, County of Broward and the State of Florida, has named FABIO M. ROLANDI, whose address is detailed in Article VI, as its agent to accept service of process within this State.

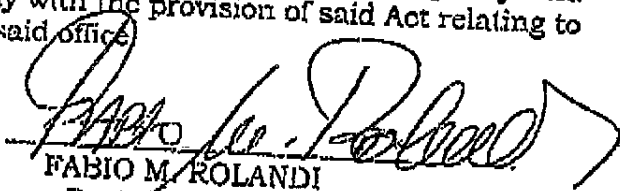
JUL-02-2001 16:11

P.06

H 01000078078

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.


FABIO M. ROLANDI
Registered Agent

July 2, 2001

H 01000078078

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL -2 AM 8:58