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Frank J. Guida - *Certified Public Accountant*
Frank J. Guida C.P.A., P.A.

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Phone (407) 539-0031
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June 21, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

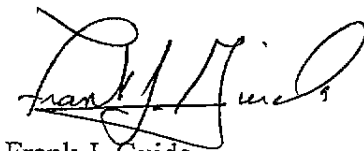
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*****78.75 *****78.75

Dear Sir or Madam

Enclosed are the Articles of Incorporation for Allegría Wine Bar Cucina, Inc. and a check in the amount of \$78.75.

Please record the Articles of Incorporation and send an acknowledgement back to the registered agent.

Sincerely,



Frank J. Guida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

ALLEGRIA WINE BAR CUCINA, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ALLEGRIA WINE BAR CUCINA, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of this Corporation is:

115 EAST LYMAN AVENUE
WINTER PARK, FLORIDA 32789

ARTICLE III - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of operating a restaurant and bar and engaging in any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue Ten Thousand shares (10,000) of .01 dollars (\$.01) par value Common Stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Rosario Spagnolo
2001 Nottingdale Lane
Winter Park, Florida 32792

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation are as follows:

Rosario Spagnolo
2001 Nottingdale Lane
Winter Park, Florida 32792

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation are as follows:

Rosario Spagnolo
2001 Nottingdale Lane
Winter Park, Florida 32792

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 1st day of AUGUST, 2001.

Rh

STATE OF FLORIDA)
COUNTY OF ORANGE) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

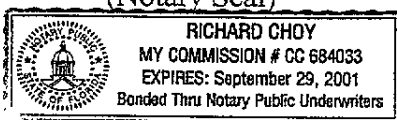
ROSARIO SPADGNOLO

(known to me and known to be the person) or (has produced Florida Drivers License # 5125720612590) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN THE WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 1st day of AUG, 2001.

[Signature]
(Notary Public, State of Florida at Large)

(Notary Seal)



My Commissions expires: 9/29/01

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

ALLEGRIA WINE BAR CUCINA, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

At:
2001 Nottingdale Lane
Winter Park, Florida 32792

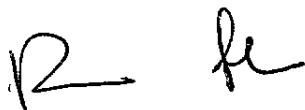
has named **Rosario Spagnolo**

located at the aforesaid address, as its Registered Agent to accept service of process within the state.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

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.



(registered agent)