

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P010000080389

World Dining Holding Corp.

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01 AUG 15 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- ☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
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**ARTICLES OF INCORPORATION OF
WORLD DINING HOLDINGS CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

WORLD DINING HOLDINGS CORP.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Million (1,000,000) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

Samuel A. Persaud, Esq.
PERSAUD & DECKER
1320 South Dixie Highway
Suite 715
Coral Gables, FL 33146
(305) 665-3604

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 7333 Coral Way, Miami, FL 33155. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

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ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

ARTICLE VIII- INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

**ANTHONY DAVIDE - 7333 Coral Way
Miami, FL 33155**

ARTICLE IX - INITIAL OFFICERS

The name and address of the first Officers and Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

**ANTHONY DAVIDE - 7333 Coral Way
Chairman of the Board Miami, FL 33155**

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

**SAMUEL A. PERSAUD, ESQ. 1320 South Dixie Highway, Ste. 715
Coral Gables, FL 33146**

Samuel A. Persaud, Esq.
PERSAUD & DECKER
1320 South Dixie Highway
Suite 715
Coral Gables, FL 33146
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ARTICLE XI - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be 1320 South Dixie Highway, Suite 715, Coral Gables, Florida 33146. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE XIV - SERVICE OF PROCESS

All legal service shall be made upon **SAMUEL A. PERSAUD, ESQ.**, 1320 South

Samuel A. Persaud, Esq.
PERSAUD & DECKER
1320 South Dixie Highway
Suite 715
Coral Gables, FL 33146
(305) 665-3604

Dixie Highway, Suite 715, Coral Gables, Florida 33146.

ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 14 day of August, 2001.

By: [Signature]
Samuel A. Persaud, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14 day of August, 2001 by SAMUEL A. PERSAUD. He is personally known to me.

[Signature] Castro
NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My Commission Expires:



Lissette Castro
Commission # CG 890161
Expires Dec. 1, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

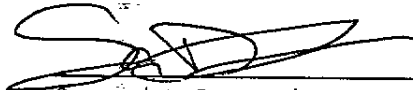
Samuel A. Persaud, Esq.
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST: **WORLD DINING HOLDINGS CORP.**, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT, 7333 CORAL WAY, MIAMI, STATE OF FLORIDA, HAS NAMED SAMUEL A.
PERSAUD, ESQ., LOCATED AT 1320 SOUTH DIXIE HIGHWAY, SUITE 715, CITY OF CORAL
GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.


DATED: August 14, 2001.



Samuel A. Persaud, Esq., Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: August 14, 2001.

By: 

Samuel A. Persaud, Esq., Registered Agent
Fla. Bar No. 936881

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