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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**GIAMPIETRO PIZZA & PASTA, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

-of-

GIAMPIETRO PIZZA & PASTA, INC.

The undersigned being a natural person, for the purpose of becoming a corporation under the laws of the State of Florida, and under the provisions of the Florida Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is GIAMPIETRO PIZZA & PASTA, INC..

ARTICLE II

The general nature of the business to be conducted and carried on by this Corporation is:

A. To engage in all phases and aspects of the restaurant business.

B. To engage in all phases of work regarding the acquisition and disposition of real and personal property, both tangible and intangible.

C. To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida.

D. The enumeration foregoing business shall not restrict any other lawful business of the Corporation.

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E. The Corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing.

ARTICLES III

A. The stockholders are authorized to issue and have outstanding at any time 1000 shares of common stock with a par value of One (\$1) par share.

B. The Stockholders are authorized to enter into an agreement regarding the limitations and requirements of voting, which agreement shall be binding upon all persons.

ARTICLE IV

The amount of capital with which this Corporation may begin business shall not be less than Five Hundred and No/100 Dollars (\$500.00).

ARTICLE V

The Corporation shall commence business on the first day of incorporation and its continued existence shall be perpetual.

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ARTICLE VI

The name and street address of the initial registered agent and registered office of this Corporation is:

Registered Agent:

Arthur F. McCormick, IV
7550 Red Road Suite 203
South Miami, Florida 33143

The initial business office address of the Corporation is:

3112 Commodore Plaza
Coconut Grove, Florida 33133

However, this Corporation may, from time to time, move the principle office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VII

The Corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time pursuant to the bylaws adopted by the Stockholders, but shall never be less than one.

A. The Board of Directors is expressly authorized to do any of the following:

1. To make, alter, amend or repeal the Bylaws of the Corporation.

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2. To amend these Articles of Incorporation in any manner provided by law. Every amendment shall be approved by a majority of the Board of Directors and upon approval shall be passed if the shareholders by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote, or all of the shareholders by written consent, have approved the amendment.

3. To create mortgages and liens upon the real and personal property of the Corporation.

4. To create out of any funds of the Corporation available for dividends, a reserve or reserves for any purpose.

5. After approval of the holders of all of the stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, upon such terms and conditions, as the Board of Directors shall deem expedient and for the best interests of the Corporation.

6. To enter into any contract or transaction between the Corporation and any other firm or corporation the existence of which shall not be affected or invalidated because any one of the Directors or Officers of this Corporation is interested in, or is a member, stockholder, director or officer of such other firm or corporation or has ownership or equitable interest in the real or personal property involved in the transaction.

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ARTICLE VIII

The name and address of the initial first members of the Board of Directors is set forth below. The director shall hold office for the first year of the Corporation's existence or until his Successors are elected or qualified:

Stefano DeMarchi

3112 Commodore Plaza
Coconut Grove, Florida 33133

Giampietro DeMarchi

3112 Commodore Plaza
Coconut Grove, Florida 33133

Cesare Bugane

3112 Commodore Plaza
Coconut Grove, Florida 33133

Karim Souidi

3112 Commodore Plaza
Coconut Grove, Florida 33133

ARTICLE IX

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

Stefano DeMarchi
3112 Commodore Plaza
Coconut Grove, Florida 33133

EXECUTED by the undersigned Incorporator on this 31st
day of October, 2001.


STEFANO DEMARCHI

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STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared STEFANO DEMARCHI, known to me to be the person who executed the foregoing Articles of Incorporation of GIAMPIETRO PIZZA & PASTA, INC. and he acknowledged that he executed these Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal this 31st day of October, 2001.

CARMEN SOLANA
Notary Public, State of Florida
My comm. exp. June 8, 2003
Comm. No. CC843578


NOTARY PUBLIC STATE OF FLORIDA

S E A L

CERTIFICATE DESIGNATION REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, we are hereby submitting the following designation and acceptance:

DESIGNATION

I, STEFANO DEMARCHI, the Incorporator for GIAMPIETRO PIZZA & PASTA, INC., hereby designate ARTHUR F. MCCORMICK, IV, ESQUIRE as its registered agent whose office address is 7550 Red Road, Suite 203, South Miami, Florida 33143.

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LAZARUS CORPORATION

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ACCEPTANCE

Having been named as registered agent for the above corporation, I hereby agree to act in this capacity for such Corporation.



ARTHUR F. MCCORMICK

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