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COVER LETTER

TO: Amendment Section Division of Corporations

NAME OF CORPO	ORATION: Tizzoni Cucine, In	c.				
	IBER:	<u>-</u> .				
The enclosed Article	es of Amendment and fee are su	bmitted for filing.				
Please return all corn	respondence concerning this ma	itter to the following:				
	Eric W. Sulzberger					
	Name of Contact Person					
	Law Offices Sulzberger & Sulzberger					
Firm/ Company						
	1090 Kane Concourse, Suite 201					
	Address					
	Bay Harbor Islands, FL 33154					
	City/ State and Zip Code					
	eric@sulzbergerlaw.com					
		sed for future annual report	notification)			
For further informat	ion concerning this matter, plea	se call:				
Eric W. Sulzberger		at (865-8631			
Name of Contact Person		Area Co	de & Daytime Telephone Number			
Enclosed is a check	for the following amount made	payable to the Florida Depa	artment of State:			
S35 Filling Fee	□\$43.75 Filing Fee & Certificate of Status	S43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	S52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)			
Mailing Address Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314		Street Address Amendment Section Division of Corporations The Centre of Tallahassee 2415 N. Monroe Street, Suite 810				

Tallahassee, FL 32303



January 9, 2023

ERIC W SULZBERGER 1090 KANE CONCOURSE SUITE 201 BAY HARBOR ISLANDS, FL 33154

SUBJECT: TIZZONI CUCINE, INC. Ref. Number: P01000115525

We have received your document for TIZZONI CUCINE, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Letter Number: 723A00000585

Claretha Golden Regulatory Specialist II

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF TIZZONI CUCINE, INC.

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the sole Director and the sole shareholder of **Tizzoni Cucine**, **Inc.** (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on December 12, 2001, Document No. P01000115525.

SECOND: The foregoing amendments were adopted on September 13, 2022 by the sole Director and the holders of all of the stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of Articles of Incorporation is hereby amended and restated as set forth in full and shall supersede the Articles of Incorporation.

ARTICLE I

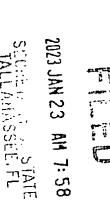
The name of the Corporation is Tizzoni Cucine, Inc.

ARTICLE II PURPOSE

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act as it now exists or may hereafter be amended or supplemented.

ARTICLE III DURATION

The term of existence of the Corporation is perpetual.



ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is: 2798 SW 32nd Avenue, Pembroke Park, FL 33023.

ARTICLE V CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation shall be authorized to issue and have outstanding at any one time shall be Ten Thousand (10,000) shares of common stock, consisting of the following:

- (i) Twenty-Five Hundred (2500) shares designated as Class A Voting Common Stock, \$1.00 par value per share (the "Voting Stock");
- (ii) Sixty-Four Hundred (6400) shares designated as Class B Non-Voting Common Stock, \$1.00 per value per share the ("Non-Voting Stock");
- (iii) Eleven Hundred (1100) shares designated at Class B Convertible Common Stock, \$1.00 par value per share (the "Convertible Stock", and together with the Voting Stock and the Non-Voting Stock, the "Common Stock"), which shall be non-voting common stock, convertible to Voting Stock pursuant to the Bylaws of the Corporation (and any shareholders agreement among the holders of the Common Stock.

All of the shares of Common Stock shall have the same powers, rights, preferences, qualifications, limitations and restrictions, except as set forth herein and in the Bylaws (and in any shareholders agreement among the holders of the Common Stock). The holders of Non-Voting Stock will not have any voting rights (except as may otherwise from time to time be required by law). The holders of Convertible Stock will also not have any voting rights (except as may otherwise from time to time be required by law) (unless and until conversion). The holders of Voting Stock shall have and possess exclusive voting power and rights for the election of directors and for all other purposes, with each share of Voting Stock being entitled to one (1) vote. The Convertible Stock shall be convertible into Voting Stock, as specified in the Bylaws of the Corporation and any shareholders agreement among the holders of the Common Stock.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 2798 SW 32nd Avenue, Pembroke Park, FL 22023. The name of the Corporation's registered agent at that office is: Salvatore Tizzoni.

ARTICLE VII INITIAL DIRECTORS

All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, each of whose members shall have the qualifications, if any, set forth in the Bylaws, and who need not be residents of the State of Florida. The Corporation shall initially have one director. The number of directors may be either increased or decreased from time to tome as provided in the Bylaws of the Corporation, but shall never be less than one (1).

The name and address of the initial Director and President is Salvatore Tizzoni, at 2798 SW 32nd Avenue, Pembroke Park, FL 22023.

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

[Remainder of Page Intentionally Left Blank. Signature Appears on the Following Page.]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 13th day of September, 2022.

TIZZONI CUCINE, INC.

By:

Salyatore Tizzoni

Director and President