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February 11, 2002

State of Florida
Department of State
Division of Corporations
Attn: New Filings Section
P.O. Box 6327
Tallahassee, FL 34314

200004925872--4
-02/14/02--01052--001
*****70.00 *****70.00

Re: Incorporation of Villa Sorrento Italian
Restaurants, Inc.

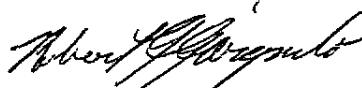
Dear Sir or Madam:

Enclosed is an original and one copy of a certificate of incorporation for filing by your Department. Also enclosed is my check for \$70.00 for filing fees.

Please call me if there is any problem with filing these certificates of incorporation. In addition, any correspondence regarding the filing the certificate of incorporation should be addressed to the undersigned.

Thank you for your cooperation.

Sincerely,


Robert G. Gargiulo

FILED
02 FEB 14 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl 3

**ARTICLES OF INCORPORATION
OF
Villa Sorrento Italian Restaurants, Inc.**

FILED
02 FEB 14 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State Of Florida.

Article 1

The name of the Corporation shall be Villa Sorrento Italian Restaurants, Inc.

Article 2

The principal place of business and mailing address of the Corporation is 5551 Bentgrass Drive #204, Sarasota, Florida 34235.

Article 3

The maximum number of shares of stock that this Corporation is authorized to have outstanding is one thousand (1,000) shares of one class of stock with no par value.

Article 4

The name and address of the initial registered agent is:

Joseph G. Marcario
5551 Bentgrass Drive #204
Sarasota, Florida 34235

The Board of Directors may from time to time move the office of the registered agent to any other address in the State of Florida.

Article 5

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

Joseph G. Marcario
5551 Bentgrass Drive #204
Sarasota, Florida 34235

Article 6

The general nature of the business to be transacted by this Corporation is: to engage in the preparation and sale of food; to operate restaurants, on a dine in and carry out basis: to

cater food; and perform related services; and, to engage in any and all other business purposes not prohibited by the Laws of the State of Florida.

Article 7

This Corporation shall initially have two (2) director. The number of Directors may be increased or diminished from time to time according to the by-laws adopted by the Stockholders, but shall never be less than one (1).

Article 8

The name and address of the members of the initial Board of Directors are:

Joseph G. Marcario
5551 Bentgrass Drive #204
Sarasota, Florida 34235

Lawrence Marcario
5400 34th Street West #16A
Bradenton, Florida 34210

Article 9

Every amendment must be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and at a stockholders' meeting approved by a two thirds majority of stockholders entitled to vote thereon unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article 10

All shares of stock of the corporation are restricted as follows: Before any shares of stock in the corporation can be sold, transferred, including transfers upon the death of the shareholder, the shares must be first offered for sale to the corporation at their market value. The corporation shall have 10 business days in which to purchase the stock. If the stock is not purchased by the corporation, the stock must be offered for sale to the other shareholders at market value and in accordance with Article 12 below for a period of 10 business days. Upon the expiration of the offer of sale of the stock to the shareholders, the shares of stock may be sold or transferred to other parties, however this restriction will apply to subsequent transfers of the stock.

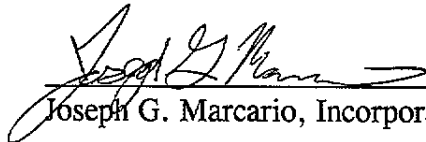
Article 11

Each shareholder shall have preemptive rights only in the portion of the shares being issued or sold by the corporation from time to time in the proportion that the number of shares

then held by the shareholder bears to the total number of shares then outstanding. Each shareholder shall also have, on an equal basis with other shareholders, preemptive rights on any shares being issued or sold which were not purchased by other shareholders holding preemptive rights.

Article 12

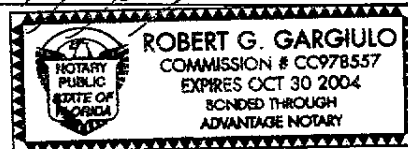
This Corporation elects not to be governed by the provisions of Florida Statute 607.0901 dealing with affiliated transactions.


Joseph G. Marcario, Incorporator

State of Florida)
County of Manatee)

On the 7th day of February, 2002 personally appeared Joseph G. Marcario, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged that he executed the same freely and voluntarily for the purposes therein contained. He is personally known to me ~~or has produced~~ _____ ~~as~~ identification and ~~did~~ (did not) take an oath.





ACCEPTANCE BY REGISTER AGENT

Have been named as registered agent and designated to accept service of process for the above corporation, 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.

Date: 02/07/2002


Joseph G. Marcario