

W. FLEMMING WARD
ATTORNEY AT LAW

P.O. BOX 412
770 BALDWIN AVENUE
DEFUNIAK SPRINGS, FLORIDA 32435

(850) 892-3822
FAX (850) 892-2169

P020000067482

June 18, 2002

700005854417--5
-06/19/02--01015--001
*****70.00 *****70.00

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Vince's Ciao Italia, Inc.

Enclosed please find our check in the amount of \$70.00
for the filing of the above corporation. Please return all
paperwork to this office.

Thanking you in advance, I am

Sincerely,

Charlotte Floyd
Charlotte Floyd
Legal Assistant for
W. FLEMMING WARD

/cf
encl/

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 19 PM 12:52

FILED

SS
6/19

FILED
02 JUN 19 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Vince's Ciao Italia, Inc.**

Article I

The name of this corporation is Vince's Ciao Italia, Inc..

Article II

The purpose for which this corporation is formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article III

The address of the principle office of the corporation is 3480 Cook Road, Westville, Florida 32464, and the name and address of its initial registered agent is W. FLEMMING WARD, whose address is Post Office Box 412, 770 Baldwin Avenue, DeFuniak Springs, Florida 32435.

Article IV

This corporation is to exist perpetually.

Article V

The number of directors constituting the initial board of directors is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified

are:

Vincent Anthony Autieri

**Post Office Box 466
DeFuniak Springs, FL 32435**

Carol Ann Autieri

**Post Office Box 466
DeFuniak Springs, FL 32435**

The number of directors of the corporation set forth above shall constitute the authorized number of directors or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

Article VI

The name and address of the incorporator(s) are:

Vincent Anthony Autieri

**P.O. Box 466
DeFuniak Springs, FL 32435**

Carol Ann Autieri

**Post Office Box 466
DeFuniak Springs, FL 32435**

Article VII

The total number of shares of all classes of stock which the corporation shall have authority to issue is one hundred (100) divided into one hundred shares of stock at no-par value.

This article can be amended only by the vote or written consent of the holders of fifty-one percent (51%) of the outstanding shares.

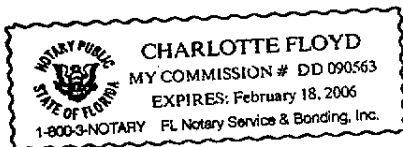
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, we, the undersigned, have personally executed these articles of incorporation on this the 18th day of June, 2002.


VINCENT ANTHONY AUTIERI

STATE OF FLORIDA

COUNTY OF WALTON

The foregoing instrument was acknowledged before me this the 18th day of June, 2002, by VINCENT ANTHONY AUTIERI, (☒) who is personally known to me, or () who produced _____ as identification, and () who did, or (☒) who did not take an oath.



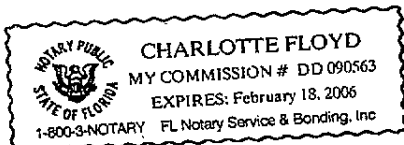

NOTARY PUBLIC
My commission expires: 2-18-06


CAROL ANN AUTIERI

STATE OF FLORIDA

COUNTY OF WALTON

The foregoing instrument was acknowledged before me this the 18th day of June, 2002, by CAROL ANN AUTIERI, (☒) who is personally known to me, or () who produced _____ as identification, and () who did, or (☒) who did not take an oath.

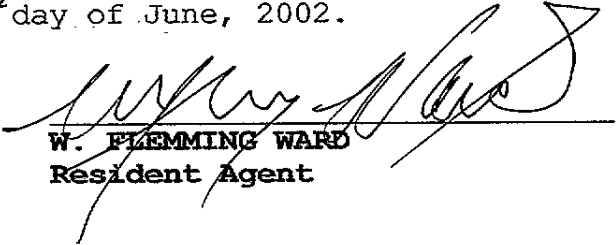



NOTARY PUBLIC
My commission expires: 2-18-06

ACCEPTANCE

I HEREBY CERTIFY that I am a permanent resident of Walton County, Florida, whose address is Post Office Box 412, 770 Baldwin Avenue, DeFuniak Springs, Florida 32435. I hereby accept the foregoing designation as Resident Agent.

EXECUTED this the 18th day of June, 2002.


W. FLEMMING WARD
Resident Agent