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GARY J. HAUSLER
(MEMBER OF FLORIDA, WASH D.C., & N.Y. BARS)

June 7, 2002

950 N. COLLIER BLVD.
SUITE 301
THE SUNTRUST BUILDING
MARCO ISLAND, FL 34145

(941) 394-3171
FAX (941) 394-4858

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

Attention: New Filings

Re: Incorporation of GIUSEPPE'S PASTA, PIZZA, PLUS, INC.

Dear Sir:

Enclosed herewith please find the following documents with respect to the filing of a new corporation entitled: GIUSEPPE'S PASTA, PIZZA, PLUS, INC.

1. Original and one (1) copy of ARTICLES OF INCORPORATION;
2. The undersigned's escrow account check in the amount of \$78.75 as and for your filing fee;

Please proceed to file the enclosed original Articles and return a copy of the filed Articles of Incorporation for my file.

Thank you for your anticipated cooperation.

Very truly yours,

Gary J. Hausler
Gary J. Hausler

GJH/sew

Enclosures

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02 JUN 18 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KSD
6/20/02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 11, 2002

GARY J. HAUSLER
950 N. COLLIER BLVD., STE 301
MARCO ISLAND, FL 34145

SUBJECT: GIUSEPPE'S PASTA, PIZZA, PLUS, INC.
Ref. Number: W02000016938

We have received your document for GIUSEPPE'S PASTA, PIZZA, PLUS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

Your document will be retained in our pending file.

The corporate filing fees for profit and nonprofit, domestic or foreign are as follows:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Please return the original and one copy of 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) 245-6924.

Stacy Prather
Document Specialist Supervisor
New Filings Section

Letter Number: 202A00038289

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
GIUSEPPE'S PASTA, PIZZA, PLUS, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: GIUSEPPE'S PASTA, PIZZA, PLUS, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is:

1. To engage in the restaurant business, serving food and beverage to the public, and related and incidental business in connection with said business; and
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the same.

ARTICLE IV

The aggregate number of shares, which the corporation is authorized to issue, is ONE THOUSAND (1,000) shares. Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar per share.

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TALLAHASSEE, FLORIDA

ARTICLE V

The corporation is authorized to issue only one (1) class of stock and all issued stock shall be held of record by not more than thirty-five persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE VI

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offering shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately following his death on the terms set forth above, and this provision shall be binding on the executor, administer, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have typed, printed or stamped thereon the following legend:

“These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the Corporation.”

ARTICLE VII

The street address of the initial registered office of the corporation is: 950 North Collier Boulevard, Suite 301, Marco Island, Collier County, Florida 34145, and the name of its initial registered agent at such address is GARY J. HAUSLER, ESQ.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of this person who is to serve as the member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
GIUSEPPE LODUCA	138 Capri Blvd. Naples, FL 34113

ARTICLE IX

The name and address of the incorporator is:

GIUSEPPE LODUCA	138 Capri Blvd. Naples, FL 34113
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ARTICLE X

The name and address of the subscriber to the stock of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
GIUSEPPE LODUCA	138 Capri Blvd. Naples, FL 34113

ARTICLE XI

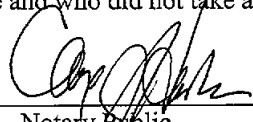
The principal place of business and mailing address of the corporation is: 138 Capri Blvd., Naples, FL 34113.

EXECUTED by the undersigned on June 7th, 2002 at Marco Island, Florida.



GIUSEPPE LODUCA

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 7th of June, 2002,
by GIUSEPPE LODUCA, who is personally known to me and who did not take an oath.


Notary Public

My Commission Expires:

 Gary J. Hausler
My Commission CC613267
Expires March 13, 2004

ACKNOWLEDGMENT BY REGISTERED AGENT

GARY J. HAUSLER, ESQ., having been named Resident Agent in the Articles of Incorporation, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act.

Dated: June 7th, 2002


GARY J. HAUSLER, ESQ.

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TALLAHASSEE, FLORIDA