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PO2000070197

June 18, 2001

EFFECTIVE DATE
06-21-02

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

900005968679--1
-06/25/02--01033--004
*****78.75 *****78.75

Re: Valentino's Ristorante, Inc.


Dear Madam:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$78.75 representing the filing fee.

Please return a certified copy of these Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,


Daniel D. Peck

DDP:gk
Encs.

FILED
02 JUN 25 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VALENTINO'S RISTORANTE, INC.

FILED
02 JUN 25 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND ADDRESS

EFFECTIVE DATE
06-21-02

The name of this corporation is VALENTINO'S RISTORANTE, INC. and its principal address is 13621 Admiral Court, Fort Myers, Florida 33912.

ARTICLE II
DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III
PURPOSE

This corporation is organized to manage, operate, sell and lease a restaurant, nightclub and condominiums and apartments, sell and serve food and beverages, and for all other purposes allowed a Florida corporation.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13621 Admiral Court, Fort Myers, Florida, 33912, and the name of the initial registered agent of this corporation at that address is JOELENE A. NAVY.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is: JOELENE A. NAVY, 13621 Admiral Court, Fort Myers, Florida 33912.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is: JOELENE A. NAVY, 13621 Admiral Court, Fort Myers, Florida 33912.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

Sixty percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

PREEMPTIVE RIGHTS

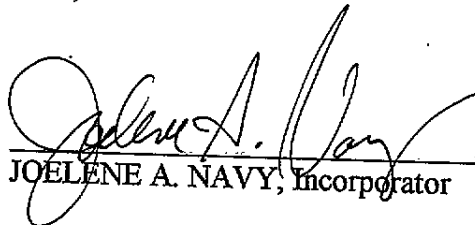
Every shareholder upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, shall have the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a three-quarter vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 21 day of June, 2002.



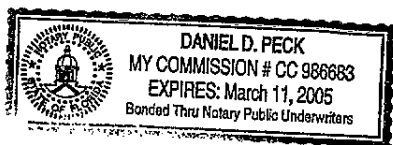
JOELINE A. NAVY, Incorporator L.S.

FILED
02 JUN 25 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

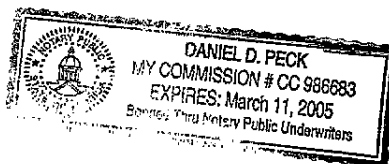
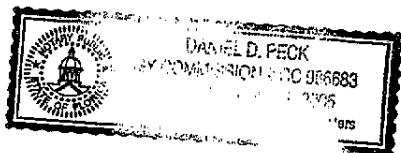
STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared JOELENE A. NAVY, personally known to me to be the person who executed these Articles of Incorporation, and she acknowledged before me that as her free act she executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21 day of June, 2002.



Daniel D. Peck
Notary Public
Daniel D. Peck
My Commission Expires:



I, JOELENE A. NAVY, agree to serve as resident agent and accept service for VALENTINO'S RISTORANTE, INC., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 21 day of June, 2002.

Joelene A. Navy
JOELENE A. NAVY