

Division of Corporations

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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Ristorante Bella Sera Da Guglielmo, Inc.**

Certificate of Status	0
Certified Copy	1
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08-05-02

(H02.000175762 Z)

**ARTICLES OF INCORPORATION**  
**OF**  
**RISTORANTE BELLA SERA DA GUGLIELMO, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is RISTORANTE BELLA SERA DA GUGLIELMO, INC. and its principal office and mailing address is 529 Highway 98 East, Destin, FL 32541.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to maintain and operate a restaurant and any other lawful purpose for which corporations may be incorporated under the laws of Florida.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the day of filing.

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ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 1201 Eglin Parkway, Shalimar, Florida 32579.

The registered agent is H. BART FLEET.

ARTICLE SIX

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial Board of Directors and Officers of the corporation are as follows:

Guglielmo Ianni  
Sandra Fallon

Director, President  
Secretary & Treasurer

The person named as the initial director shall hold office for the first year of existence of this Corporation or until his successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

ARTICLE SEVEN

INDEMNIFICATION

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

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ARTICLE EIGHT

REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE

SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

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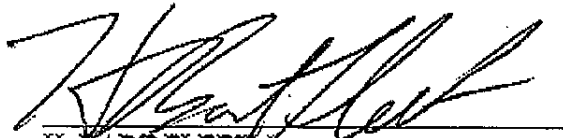
ARTICLE ELEVEN

INCORPORATOR

The name and address of the incorporator is :

H. Bart Fleet  
1201 Eglin Parkway  
Shalimar, FL 32579

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles  
on this 2 day of August, 2002.

  
H. BART FLEET, Incorporator

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ACCEPTANCE BY THE REGISTERED AGENT

I, H. BART FLEET, hereby accept appointment as registered agent for the corporation, and  
acknowledge my acceptance with my signature below on this 2 day of August, 2002.

  
H. BART FLEET, Registered Agent