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IRA WEINSTEIN
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September 4, 2002

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-09/06/02--01015--019
*****78.75 *****78.75

Re: **SMITH, ROSSI, INC.**

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation, original Registered Agent Certificate, and our check in the amount of \$78.75 as follows:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent Designation	<u>\$35.00</u>
Total	\$ 78.75

Please file said corporation and forward a certified copy of the Articles of Incorporation to this office.

Sincerely,



IRA WEINSTEIN

IW/dcw
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SMITH, ROSSI, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned incorporator, hereby associate myself and make, subscribe, acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

SMITH, ROSSI, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in the nature of operating restaurants.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, licenses in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and seal or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety or any other person, firm, or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

The foregoing shall be construed as both object and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE IV

The corporation shall be capitalized as follows: The total number of shares of common capital stock authorized shall be 100 shares of common stock having a par value of \$1.00 per share.

All or any part of said capital stock may be paid for in cash, in property (excepting stock and securities in labor or services or any combination thereof) at a fair valuation to be fixed by the incorporators at a meeting called for such purpose. All stock when issued and fully paid shall be non-assessable. These shares shall be designated "common shares". The Board of Directors is authorized to issue "Section 1244 Stock" as defined in Section 1244 of the Internal Revenue Code.

ARTICLE V

This corporation shall have at least one Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and addresses of the members of the first Board of Directors are:

R. J. MICHAEL SMITH
12157 W. Linebaugh Avenue, Ste. 190
Tampa, FL 33626

The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as Directors or Officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, fines, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are

defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-Laws, agreement, vote of stockholders, or otherwise.

ARTICLE VI

The name and address of the person signing these Articles of Incorporation as incorporator is:

R. J. MICHAEL SMITH
10012 Seymour Way
Tampa, FL 33626

ARTICLE VII

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

ARTICLE VIII

The street address of the initial principal office of this corporation in the state of Florida is:

12215 W. Linebaugh Avenue
Tampa, FL 33626

The name and address of the registered agent of this corporation is:

IRA WEINSTEIN, ESQUIRE
3902 Henderson Blvd., Ste. 200
Tampa, FL 33629

ARTICLE IX

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article IX.

ARTICLE X

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 4 day of September 2002.

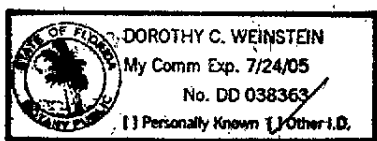

R. J. MICHAEL SMITH, Incorporator

STATE OF FLORIDA :
COUNTY OF HILLSBOROUGH :

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **R. J. MICHAEL SMITH** to me well known to be the person described as the incorporator, who provided FDL as

identification, and who executed the foregoing Articles of Incorporation and he acknowledged
before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 4th day
of Sept. 2002.



Dorothy C. Weinstein
NOTARY PUBLIC, STATE OF FLORIDA
DOROTHY C. WEINSTEIN
Name typed or printed

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That **SMITH, ROSSI, INC.**, a corporation desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Tampa, County of Hillsborough, State of Florida has named Ira Weinstein, Esquire, 3902 Henderson Blvd., Suite 200, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



IRA WEINSTEIN, ESQUIRE
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA