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

**RITA'S ITALIAN RESTAURANT, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

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OF

DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

RITA'S ITALIAN RESTAURANT, INC.

ARTICLE I

The name of this Corporation (which is hereinafter called "corporation" is: RITA'S ITALIAN RESTAURANT, INC.

ARTICLE II

The general nature of the business to be transacted and the object and purpose for this corporation shall be unlimited as the laws of the State of Florida may allow.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00. The consideration to be paid for each share shall not be less than \$1.00 in money, property, or services.

ARTICLE IV

This Corporation shall have perpetual existence.

Prepared By:

HARRY M. HAUSMAN, Attorney at Law  
235 N. University Drive  
Pembroke Pines, Florida 33024  
Ph: (954) 961-9905  
FLA BAR NO: 282235

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ARTICLE V

The initial address of the Corporation shall be:

253 N. University Drive  
Pembroke Pines, Florida 33024

The Registered Agent for said Corporation shall be:

HARRY M. HAUSMAN, ESQUIRE  
235 N. University Drive  
Pembroke Pines, Florida 33024

ARTICLE VI

This Corporation shall initially have 5 directors. The number of directors may be increased or diminished from time to time in the manner provided for in the by-laws of the Corporation, but shall never be less than one (1) nor more than fifteen (15).

ARTICLE VII

The name and street addresses of the members of the first Board of Directors are:

ALBERT WAREHAM  
14600 S.W. 16th Street  
Davie, Florida 33325

JOHN WAREHAM  
14551 S.W. 17TH Court  
Davie, Florida 33325

THOMAS WAREHAM  
14500 S.W. 18th Court  
Davie, Florida 33325

WILLIAM WAREHAM  
4851 S.W. 29th Avenue  
Ft. Lauderdale, Florida 33312

CHARLES DECESARE  
15657 - 88 Place, North  
Loxahatchee, Florida 33470

ARTICLE VIII

The first Officers of this Corporation are as follows:

RITA DECESARE - President  
5729 Grant Street  
Hollywood, Florida

WILLIAM WAREHAM - Vice President  
4851 S.W. 29th Avenue  
Ft. Lauderdale, Florida 33312

ALBERT WAREHAM - Secretary  
14600 S.W. 16th Street  
Davie, Florida 33325

JOHN WAREHAM - Treasurer  
14551 S.W. 17 Court  
Davie, Florida 33325

The said Directors and Officers shall hold office for the first year of the Corporation or until their successors are elected or appointed and shall have qualified; provided, that nothing herein contained from filling vacancies in the offices caused by the resignation, death or removal of Directors or Officers. The

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

RITA DECESARE  
5729 Grant Street  
Hollywood, Florida

ARTICLE IX

The Corporation reserves the rights from time to time to amend, alter or repeal any provisions in its Articles of Incorporation to any manner now or hereafter permitted by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X

The initial by-laws shall be adopted by the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not in consistent with Statute or with these Articles of Incorporation.

ARTICLE XI

Corporate existence shall begin upon the filing of the Articles of Incorporation with the Department of State of the State of Florida, or upon filing with the Secretary of State's Office within five (5) days of the date of notarization.

ARTICLE XII

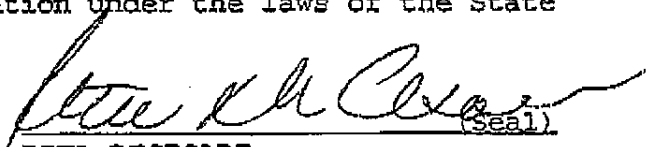
Subject to the provisions of the Florida General Corporation Act, no contract or other transaction between this Corporation or any other Corporation shall be affected by the fact that any

Director or Officer of this Corporation is interested in, or is a director or officer of, such other corporation, and any director or officer, individual or jointly, may be a party to, or may be interested in any contract or transaction of this corporation or in with any person, firm or corporation, shall be affected by the fact that any director or officer of this corporation is a party in any way connected with such person, firm, or corporation and every person who may be director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or a corporation in which he may be in any way interested.

ARTICLE XIII

This Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 17th day of September, 2002, for the purpose of forming this Corporation under the laws of the State of Florida.

  
RITA DECESARE (Seal)

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared,

RITA DECESARE, who, after first being duly sworn, under oath acknowledges that she signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the City of Pembroke Pines, County of Broward, State of Florida, this 17th day of September, 2002.

*Trina L. Katz*

NOTARY PUBLIC, State of Florida  
at Large.

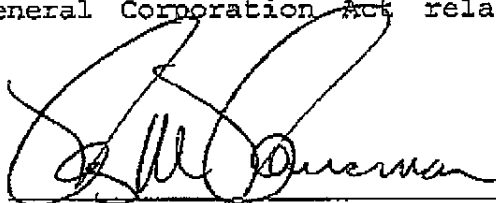
MY COMMISSION EXPIRES:



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ACKNOWLEDGMENT BY REGISTERED AGENT

HARRY M. HAUSMAN, having been named in the Articles of Incorporation to accept service of process for the above named Corporation at the place designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.



HARRY M. HAUSMAN, Registered Agent

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