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FLORIDA

JAN 14 2003



ACCOUNT NO. : 072100000032

REFERENCE : 890871 81282A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : January 13, 2003

ORDER TIME : 2:58 PM

ORDER NO. : 890871-005

CUSTOMER NO. : 81282A

CUSTOMER: Sue Prentzel, Secretary  
Robert A. Dickinson, Pa

460 South Indiana Avenue

Englewood, FL 34223

DOMESTIC FILING

NAME: FOCACCIA RISTORANTE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: \_\_\_\_\_

U.S. DEPARTMENT OF JUSTICE  
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advantageously carried on in connection with or auxiliary to the foregoing business.

3. To conduct business in, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks and licenses, in the State of Florida and in other States and countries.

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

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

6. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the shares of 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.

#### ARTICLE V. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is twenty thousand (20,000) shares. Such shares shall be of a single class of common stock and shall have no nominal or par value.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, for equivalent value, a pro rate

portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warranty or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### ARTICLE VII. CAPITAL STRUCTURE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy five (75) persons. Stock will be issued and transferred only to a natural person, or two (2) estates. In addition, no stock shall be issued or transferred to a non-resident alien.

#### ARTICLE VIII. CAPITALIZATION

The amount of capital with which the corporation will begin to practice and engage in business shall not be less than \$500.00.

ARTICLE IX.      STOCKHOLDER'S RIGHTS - DETERMINATION OF  
CONSIDERATION FOR WHICH SHARES ARE TO BE ISSUED

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued, which amount shall not be less than the stated par value per share.

ARTICLE X.      STOCKHOLDERS' RIGHTS - RESERVATION OF POWER TO  
ADOPT, AMEND, AND REPEAL BY-LAWS

The power to make, alter, amend, and repeal the By-laws of the corporation shall be reserved to the stockholders of the corporation.

ARTICLE XI.      DIRECTORS

The corporation shall be governed by Florida Statutes, Chapter 607 entitled "Florida General Corporation Act". The business of the corporation shall be managed by a board of directors consisting of one (1) director initially, and by not more than five (5). The name and address of the person who shall service as the member of the initial board of directors are:

NAME

ADDRESS

Joseph Bitici

36 Parkwood Lane  
Basking Ridge, NJ 07920

ARTICLE XII.      REMOVAL BY STOCKHOLDERS

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE XIII.      PRINCIPAL ADDRESS

The initial street address of the corporation's principal office is 1975 Beach Road,  
Englewood, FL 34223

ARTICLE XIV.      REGISTERED AGENT

The name and address of the initial registered agent is:

NAME

ADDRESS

Robert A. Dickinson

460 S. Indiana Ave  
Englewood, FL 34223

ARTICLE XV.      INCORPORATORS

The name and address of each person signing these Articles of Incorporation as  
Incorporator and Subscriber thereto are:

NAME

ADDRESS

Joseph Bitici

36 Parkwood Lane  
Basking Ridge, NJ 07920

ARTICLE XVI.      INDEMNIFICATION

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was an officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding,

including any appeal thereof, if he or she acted in good faith or in a manner he reasonably believed was unlawful. However, with respect to an action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of stockholders, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the officer, employee, or agent and repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

B. The corporation shall also indemnify any officer, employee, or agent who has been successful, on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without



the necessity of an independent determination that such officer, employee or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be an officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct under any resolution or agreement duly adopted by a majority of disinterested stockholders.

E. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

#### ARTICLE XVII. DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, against any

liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these Articles, or under law.

#### ARTICLE XVIII.     ALIENATION OF SHARES - RESTRICTIONS

A.     No shareholder of this corporation may sell or transfer his share of stock in this corporation except to another individual who is eligible to be a shareholder of such corporation.

B.     No shareholder shall transfer or encumber his shares of capital stock of the corporation to any person, firm or corporation without the consent of the other shareholders unless shareholder desiring to make the transfer or encumbrance shall first make the offer to sell to the corporation and remaining shareholders in the manner prescribed in the Bylaws of this corporation.

#### ARTICLE XIX.     DISSOLUTION

The corporation may dissolved at any time by: (1) unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned Incorporator and Subscriber of this

corporation have executed these Articles of Incorporation at \_\_\_\_\_,

Union County, New Jersey on the 11<sup>th</sup> day of September, 2002.

Joseph Bitici  
Joseph Bitici

STATE OF New Jersey  
COUNTY OF Gloucester

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county above-named to take acknowledgments, personally appeared, Joseph Bitici, to me known to be the individual described as the Incorporator and Subscriber, and who executed the foregoing Articles of Incorporation and who acknowledged before me that they subscribed to these Articles of Incorporation and who is personally known to me or has produced N.J. Drivers License as identification.

License # B 4697 41000 10552

11<sup>th</sup> WITNESS my hand and official seal in the county and state named above this day of September, 2002

Lorraine M. Whalen  
Notary Public  
LORRAINE M. WHALEN  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires April 19, 2004

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT FOCACCIA RISTORANTE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ROBERT A. DICKINSON, LOCATED AT 460 SOUTH INDIANA AVENUE, ENGLEWOOD, SARASOTA COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

corporation have executed these Articles of Incorporation at \_\_\_\_\_

Union County, New Jersey on the 11<sup>th</sup> day of September 2002.

Joe Bitici  
Joseph Bitici

STATE OF New Jersey  
COUNTY OF Somerset

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county above-named to take acknowledgments, personally appeared, Joseph Bitici, to me known to be the individual described as the Incorporator and Subscriber, and who executed the foregoing Articles of Incorporation and who acknowledged before me that they subscribed to these Articles of Incorporation and who is personally known to me or has produced N.J. Drivers as identification.

License # B4697 41000 10552

11<sup>th</sup> WITNESS my hand and official seal in the county and state named above this day of September, 2002

Lorraine M. Whalen  
Notary Public  
LORRAINE M. WHALEN  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires April 19, 2004

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FOCACCIA RISTORANTE, INC.

By: Joe Bitici  
Joseph Bitici

By: \_\_\_\_\_

Date: 9-11-02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

Robert A. Dickinson  
Robert A. Dickinson

Date: 12-23-02

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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