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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PICADILLY ITALIAN RESTAURANT, INC

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: MARCOS REZENDE - CAPITAL SERVICES GROUP

Name (Printed or typed)

822 SE 9th ST - PALM PLAZA

Address

DEERFIELD BEACH, FL 33441-5632

City, State & Zip

954-427-4770

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

of

PICADILLY ITALIAN RESTAURANT, INC.

The undersigned person, acting as incorporator of a Corporation for Profit organized under the laws of Florida (Chapter 607 of the Florida Statutes), hereby adopt the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

PICADILLY ITALIAN RESTAURANT, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

2220 NW 33rd TERRACE
Coconut Creek, FL 33066

ARTICLE III - REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Marcos A. Rezende
822 SE 9th ST - Palm Plaza
Deerfield Beach, FL 33441

ARTICLE IV - NATURE, PURPOSE and POWER of BUSINESS

The purpose of the corporation is to engage in full Restaurant Services including catering for Commercial and Residential Customers activity lawfully permitted by the laws of the United States of America and this state.

The Corporation shall have the same power as an Individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

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TALLAHASSEE FLORIDA

177

ARTICLE V - DURATION / TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE VI - CAPITAL STOCK / SHARES

The total number of shares which the corporation shall have authority to issue is 10,000 Common Shares with a par value of \$0.10 per share.

ARTICLE VII - SUBSCRIBERS / SHAREHOLDERS

The name, street address and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
ADERLANE GOMES TEIXEIRA	2220 NW 33 rd TERRACE Coconut Creek, FL 33066	10,000

ARTICLE VIII - DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

ADERLANE GOMES TEIXEIRA 2220 NW 33rd TERRACE
Coconut Creek, FL 33066

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE IX - BYLAWS

The majority of the voting members of the Board of Directors (it must be 51% of the total voting members) shall have power, without the assent or vote of the shareholders, to make, to alter, to amend or to repeal the BYLAWS of this Corporation.

ARTICLE X - LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the

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corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE XI - OTHER PROVISIONS

PREEMPTIVE RIGHTS. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

DIRECTOR or OFFICER INTEREST. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

STOCK TRANSFER RESTRICTION. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

CORPORATE SEAL. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

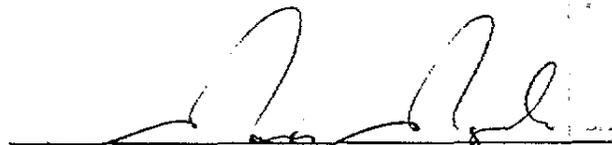
EXECUTION OF WRITTEN INSTRUMENTS. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



ADERLANE GOMES TEIXEIRA - Director - President - Incorporator



Marcos A. Rezende, Registered Agent
822 SE 9th ST - Palm Plaza
Deerfield Beach, FL 33441



 **MARCOS A. REZENDE**
MY COMMISSION # DD 146554
EXPIRES: September 20, 2006
Bonded Thru Budget Notary Services

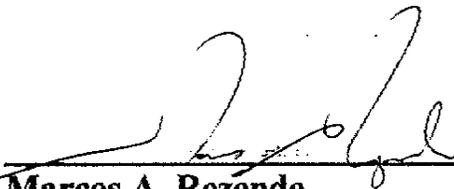
State of Florida, County of Broward, ss:

Subscribed and sworn to (or affirmed) before me this 18TH day of November, 2003

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

MARCOS A. REZENDE, an individual, and having been designated
as the Registered Agent in the above and foregoing Articles of
Incorporation of *PICADILLY ITALIAN RESTAURANT, INC.*
is familiar with and accepts the obligations of the position of Registered Agent
under Section 607.0505, Florida Statutes.



Marcos A. Rezende

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TALLAHASSEE FLORIDA

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