

P04000003958

(Requestor's Name)

ANTHONY E ROSSI
12920 CASTLEMAIN DR
TAMPA, FL 33626

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

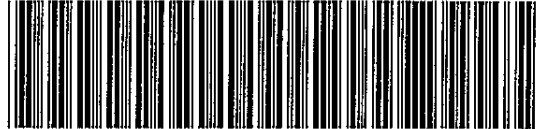
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE
12/23/2003

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04 DEC 26 AM 8:25

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EFFECTIVE DATE
12/23/2004

FILED

04 DEC 26 AM 8:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

A.E. ROSSI, INC.

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 A.E. ROSSI, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in the business 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 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 all other states and countries.

To contact debts and borrow money, issue and seal or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such 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 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 what so ever.

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 status and laws of the State of Florida.

To foregoing shall be constructed as both object and powers. The enumeration of specific powers and purpose of this corporation.

ARTICLE III

This corporation shall have perpetual existence from the date of mailing these articles of incorporation 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 1000 shares of common stock having a par value of One Dollar (\$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 for such purpose. these shall be designated "common shares." The Board of Directors is authorized to issue "section 1244 Stock" of the Internal Revenue code.

ARTICLE V

This corporation shall have one Director initially. The number of Directors may be increased or decreased from the time to time by By-laws adopted by the stockholders, but shall never be less than one.

(1). The name of the member of the first Board of directors is:

Anthony E. Rossi
12920 Castlemaine Drive
Tampa, Fl. 33626

ARTICLE VI

The name and address of the person signing these Articles of Incorporation as incorporators is Anthony E. Rossi, 12920 Castlemaine Drive, Tampa, and 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 9 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 registered office of this corporation is 12920 Castlemain Drive, Tampa, Fl., 33626.

The name of the registered agent of this corporation at the address is Anthony E. Rossi.

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, being the original subscriber to the capital stock, herein above named, has hereunto set his hand and seal this 23rd day of December, 2003 for the purpose of forming this corporation to do business within and without the State of Florida, do make and file in the office of the Secretary of the State of Florida these Articles of Incorporation and he certifies that the facts herein stated are true.


Anthony E. Rossi

REGISTERED AGENT/INCORPORATOR

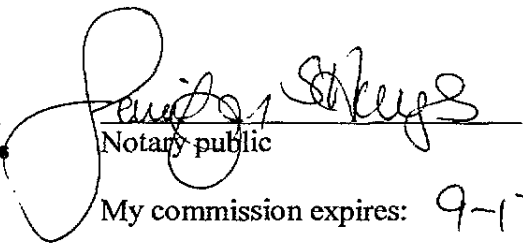
STATE OF FLORIDA
COUNTY OF HILLSBOURGH

I HEREBY CERTIFY that on this day, before me, a Notary public, duly authorized in the State and County named to take acknowledgements, personally appeared Anthony E. Rossi, to me well known to be the person described as the incorporator in 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 23rd day of December 2003.



Jennifer L. Hayes
My Commission DD150643
Expires September 17 2006


Notary public

My commission expires: 9-17-2006