

**Electronic Articles of Incorporation
For**

P04000010825
FILED
January 14, 2004
Sec. Of State

TERRAMIA WINE BAR TRATTORIA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

TERRAMIA WINE BAR TRATTORIA, INC.

Article II

The principal place of business address:

1185 SPRINGS CENTRE SOUTH BOULEVARD
ALTAMONTE SPRINGS, FL. US 32714

The mailing address of the corporation is:

1185 SPRINGS CENTRE SOUTH BOULEVARD
ALTAMONTE SPRINGS, FL. 32714

Article III

The purpose for which this corporation is organized is:

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF OPERATING A RESTAURANT AND BAR AND ENGAGING IN ANY OTHER ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

Article IV

The number of shares the corporation is authorized to issue is:

10,000

Article V

The name and Florida street address of the registered agent is:

ROSARIO SPAGNOLO
932 WILLOW RUN
WINTER SPRINGS, FL. 32789

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ROSARIO SPAGNOLO

Article VI

The name and address of the incorporator is:

INTERNATIONAL MANAGMENT AND EXECUTIVE SERVICES, LLC
500 N. MAITLAND AVENUE, SUITE 215
MAITLAND, FL 32751

Incorporator Signature: FRANK J. GUIDA, PRESIDENT, INTL MGT&EX

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
ROSIARIO SPAGNOLO
932 WILLOW RUN
WINTER SPRINGS, FL. 32708 US

Title: VP
MASSIMO NOBILE
577 BRIGHAM PLACE
LAKE MARY, FL. 32746 US

Article VIII

The effective date for this corporation shall be:

01/09/2004