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SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/6/04

STEVEN H. KANE*
JEFFREY M. KOLTUN**

*L.L.M. in Taxation
Florida Board Certified in
Wills, Estates and Trusts

**Also admitted in Ohio
and Kentucky

KANE AND KOLTUN
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
557 NORTH WYMORE ROAD
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MAITLAND, FLORIDA 32751
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ELISA A. CAWOOD***
DAVID L. JACQUOT****

***Also admitted in Kentucky
and Missouri

****Also admitted in Indiana

November 24, 2004

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Mezzanotte of Park Avenue, Inc.

Dear Sir or Madam:

I am writing to request your assistance with regard to the incorporation of the above-referenced corporation. In order to assist you with this incorporation, I have enclosed the following items:

1. Two signed originals of the Articles of Incorporation; and

2. A check payable to the Department of State for incorporation fees in the amount of $70.00.

Please notice that pursuant to the terms of Article XIV, the corporation's existence will commence upon the filing of the enclosed Articles of Incorporation.

If there are any questions or problems, please do not hesitate to contact me. If I do not hear from, you I will expect to receive a copy of the filed Articles in the next two weeks. Thank you for your assistance in this matter.

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TALLAHASSEE FLORIDA

Sincerely,
KANE AND KOLTUN
ATTORNEYS AT LAW

Denise M. Amore
Paralegal

:dma
Enclosures

ARTICLES OF INCORPORATION
OF
MEZZANOTTE OF PARK AVENUE, INC.

2004 NOV 29 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator, hereby forms a corporation for profit pursuant to Chapter 607 of the Florida Statutes and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **MEZZANOTTE OF PARK AVENUE, INC.**

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to own and operate a restaurant and to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 577 N. Wymore Road, Suite 100, Maitland, Florida 32751.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand shares of common stock having a par value of One Dollar ($1.00) per share.

ARTICLE V - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of restaurant management and to engage in any profitable venture.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property whether or not such property is necessary for the rendering of professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 557 N. Wymore Road, Suite 100, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the

initial registered agent of this Corporation at that address is **STEVEN H. KANE**. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name	Address
Enrico Esposito	600 E. Joppa Road Townson, Maryland 21286

ARTICLE IX - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be three(3).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has qualified, are:

Name	Address
Enrico Esposito	600 E. Joppa Road Townson, Maryland 21286
Luigi A. Coppola	600 E. Joppa Road Townson, Maryland 21286
Genardo Dimeo	600 E. Joppa Road Townson, Maryland 21286

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

ARTICLE X- INITIAL OFFICERS

The name and address of the initial officers of the Corporation, to hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

Name	Address
Genardo Dimeo - President	600 E. Joppa Road, Townson, Maryland 21286
Enrico Esposito - Vice President	600 E. Joppa Road, Townson, Maryland 21286
Luigi Coppola-Secretary	600 E. Joppa Road, Townson, Maryland 21286

ARTICLE XI- BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this Corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIII - SHAREHOLDERS

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type or agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XIV - DATE OF EXISTENCE

This Corporation shall commence its existence upon the filing of these Articles and shall exist perpetually unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Florida this 22nd day of November, 2004.

ENRICO ESPOSITO

DESIGNATION OF RESIDENT AGENT AND ACCEPTANCE

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Steven H. Kane

STEVEN H. KANE

Date: 11/22/04

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TALLAHASSEE FLORIDA

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