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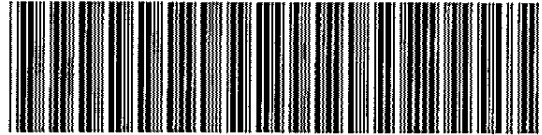
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EFFECTIVE DATE

02-01-05

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TALLAHASSEE, FLORIDA  
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CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : 072100000032

REFERENCE : 187864 7133468

AUTHORIZATION :

COST LIMIT : \$ PPD

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ORDER DATE : February 7, 2005

ORDER TIME : 9:51 AM

ORDER NO. : 187864-005

CUSTOMER NO: 7133468

CUSTOMER: Jeffrey M. Koltun, Esq.  
Kane And Koltun

Suite 100  
557 N. Wymore Road  
Maitland, FL 32751

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DOMESTIC FILING

NAME: PRIMO PIATTI, INC.

EFFECTIVE DATE: 2/1/2005

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: Troy Todd - EXT. 2940

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

**ARTICLES OF INCORPORATION**

**OF**

**PRIMO PIATTI, INC.**

**ARTICLE I - NAME**

**EFFECTIVE DATE**  
**02-01-05**

The name of the corporation formed pursuant to these Articles of Incorporation is Primo Piatti, Inc.

**ARTICLE II - DURATION**

The corporation shall exist perpetually, commencing on February 1, 2005.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,  
AND CORPORATE ADDRESS**

The street address of the initial registered agent of the corporation is as follows:

557 North Wymore Road, Suite 100  
Maitland, Florida 32751

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**DIVISION OF CORPORATIONS**  
**05 FEB - 7 PM 4: 09**

The name of the initial registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

230 Sunport Lane, Suite 550  
Orlando, Florida 32809

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS**

A. The corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The names and addresses of the initial directors and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Andrew Russo	230 Sunport Lane, Suite 550 Orlando, Florida 32809	President/Secretary/ Treasurer/Director

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jeffrey M. Koltun	557 North Wymore Road Suite 100 Maitland, Florida 32751

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE IX - NO PRE-EMPTIVE RIGHTS**

No holder of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

#### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### **ARTICLE XI - AFFILIATED TRANSACTIONS**

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

#### **ARTICLE XII - AMENDMENT**

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of February, 2005.

  
\_\_\_\_\_  
Jeffrey M. Koltun

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Primo Piatti, Inc.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

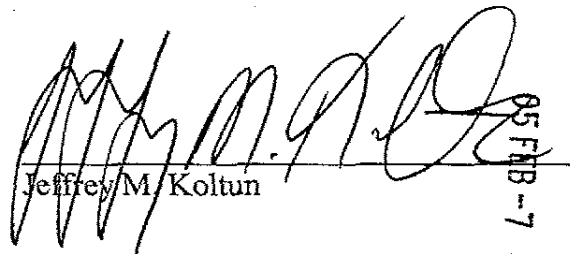
DATED February 4, 2005.

  
Jeffrey M. Koltun

**ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED February 4, 2005.

  
Jeffrey M. Koltun

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