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TALLAHASSEE FLORIDA

Ames

T. Smith JUN 15 2005

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CARINI PIZZERIA, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

STEVEN L. Robbins
(Name of Contact Person)

STEVEN L. Robbins, P.A.
(Firm/ Company)

P.O. DRAWER 33118
(Address)

Palm Beach Gardens, FL 33420-3118
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

STEVEN L. Robbins at (561) 745-7816
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 8, 2005

STEVEN L ROBBINS
P.O. DRAWER 33118
PALM BEACH GARDENS, FL 33420-3118

SUBJECT: CARINI PIZZERIA, INC.
Ref. Number: K38218

We have received your document for CARINI PIZZERIA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1990 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$61.25 filing fee per year for the years 1990 through the current year, \$88.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$2822.50. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 2005 Annual Report and Supplemental Fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 705A00040204

**AMENDED ARTICLES OF INCORPORATION
OF
CARINI PIZZERIA INCORPORATED**

ARTICLE I. NAME

The name of this corporation shall be **CARINI PIZZERIA INCORPORATED**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue **10,000,000 shares common capital stock**, each with a par value of \$0.0001. By majority vote of the board of directors, the corporation shall have the right to cancel any issued shares for which the full consideration is not timely received as and when due.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be **one**. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock.

B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in these articles or in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders or until otherwise removed by the board or the shareholders.

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2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name(s) and mailing address(es) of the person(s) who shall serve as director(s) of the corporation until the first annual meeting of the shareholders are as follows:

Marianna Lo Duca
c/o Steven L. Robbins, P. A.
P. O. Box 33118, Palm Beach Gardens, FL 33420-3118

C. The Chairman of the Board of Directors shall be treated as an additional Director, shall have all rights of a Director, shall lead the Board, and shall be entitled to a vote on all board matters, just as would any other Director. The Chairman may also be a director, and/or a shareholder, though he/she need not be. In the event of an emergency, as determined by the Chairman, the Chairman shall have the right to take such corporate action as he deems necessary and appropriate to address the emergency in the best interests of the corporation, and no meeting of the board or shareholders shall be necessary as a condition precedent thereto. So long as such action taken by the Chairman during any said emergency is not illegal, fraudulent, or grossly negligent, the corporation shall be bound by said action and the other Directors and all Shareholders shall honor said action.

ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors, or shareholders, with the written consent of not less than a majority of directors, or of shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that afterward, on request of any Director or Shareholder, as the case may be, prompt notice be given to all Directors or Shareholders, as the case may be, of the taking of said action without a meeting. The Director(s) or Shareholder(s) in control of the corporation need not ever hold a meeting or give any notice to any other Director(s) or Shareholder(s), as the case may be, before corporate action is taken by the controlling Director(s) or Shareholder(s), as the case may be, though afterward, prompt notice must be given to all Directors or Shareholders, as the case may be, of the taking of said action.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the fullest extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office, and the address of this corporation's initial registered office (and the name of the individual who shall serve as this corporation's initial registered agent at that address), respectively, are:

Initial Corporate Office:

186 Barbados Drive
Jupiter, Florida 33458

Registered Agent & Office:

Steven L. Robbins, Esquire
6334 Foster Street, Suite 100
Jupiter, Florida 33458

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Steven L. Robbins, Esquire, P. O. Drawer 33118, Palm Beach Gardens, Florida 33420.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.


(Steven L. Robbins, Esquire)

State of FLORIDA
County of PALM BEACH

On June 3, 2005, Steven L. Robbins, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or who produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, acknowledged signing these Articles Of Incorporation, and did/did not take an oath.


Notary Public, STATE OF FLORIDA

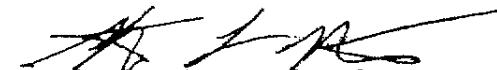
Edith Papp
(Notary Public - Printed Or Typed Name)

Commission Expiration Date: June 6, 2006
Commission Number: 0DD115895



Edith Papp
Commission # DD112245
Expires June 6, 2006
Bonded Through
Atlantic Bonding Co. (SEAL)

I hereby accept my designation as resident agent and agree to serve as the resident agent of **CARINI PIZZERIA INCORPORATED** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Corporation.


(Steven L. Robbins, Esquire)

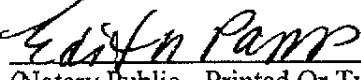
State of FLORIDA
County of PALM BEACH

On June 3, 2005, Steven L. Robbins, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or who produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, acknowledged signing these Articles Of Incorporation, and did/did not take an oath.


Notary Public, STATE OF FLORIDA



Edith Papp
Commission # DD112845
Expires June 6, 2006
Bonded Thru (SEAL)
Atlantic Bonding Co., Inc.


(Notary Public - Printed Or Typed Name)
Commission Expiration Date: June 6, 2006
Commission Number: DD112845