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Division of Corporations

FAX NO.

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

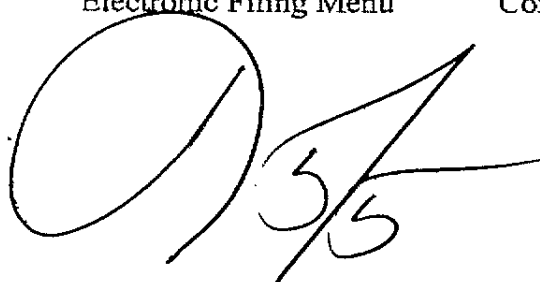
GIORGIO'S OF SOUTHAMPTON, INC.

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MAY-04-2008 THU 07:29 AM

FAX NO.

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**ARTICLES OF INCORPORATION
OF
GIORGIO'S OF SOUTHAMPTON, INC.**

P. 02/04
06 MAY -4 AM 10:01
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: **GIORGIO'S OF SOUTHAMPTON, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 256 Worth Avenue, Palm Beach, FL 33480.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of common stock, par value \$.001 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

George Sharoubim
230 Worth Avenue
Palm Beach, FL 33480

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ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation are:

George Sharoubim
230 Worth Avenue
Palm Beach, FL 33480

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is George Sharoubim, 230Worth Avenue, Palm Beach, Florida 33480.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 28th day of April, 2006.


George Sharoubim, Incorporator

MAY-04-2006 THU 07:30 AM

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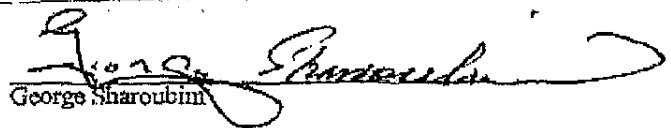
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

GIORGIO'S OF SOUTHAMPTON, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 230 Worth Avenue, Palm Beach, Florida 33480 has named George Sharoubim whose address is 230 Worth Avenue, Palm Beach, Florida 33480 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


George Sharoubim

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TALLAHASSEE, FLORIDA