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From:

Account Name : STEVEN R. KUTNER, P.A.

Account Number : 120010000180 Phone : (407)644-1104 Fax Number : (407)629-0090

## FLORIDA PROFIT/NON PROFIT CORPORATION

Crudo's Divino Gusto, Inc.

Certificate of Status	0
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## **ARTICLES OF INCORPORATION**

<u>OF</u>

## CRUDO'S DIVINO GUSTO, INC.

The undersigned, acting as the incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

## **ARTICLE I**

#### **NAME OF THE CORPORATION**

The name of this Corporation shall be CRUDO'S DIVINO GUSTO, INC.

#### ARTICLE II

## **PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

#### ARTICLE III

## **PURPOSE**

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.

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#### ARTICLE IV

#### **AUTHORIZED SHARES**

**Number:** The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock.

Initial issue: 100 shares of the Capital Stock of the Corporation shall be issued for adequate consideration in the following manner:

VINCENT T. CRUDO and DEWI C.Y. CRUDO, as tenants by the entireties

100 Shares

**Dividends:** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No Classes of Stock: The shares of the Corporation are not to be divided into classes.

#### **ARTICLE V**

#### REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 442 Wekiva Cove Road, Longwood, Florida 32779 and the name of the initial registered agent at such address is VINCENT T. CRUDO.

#### <u>ARTICLE VI</u>

#### PRINCIPAL OFFICE

The Principal Office of the corporation shall be 442 Wekiva Cove Road , Longwood, Florida 32779.

### ARTICLE VII

## **BOARD OF DIRECTORS**

This corporation shall have two directors constituting the initial Board of Directors. The directors need not be a resident of the State of Florida or Shareholders of the corporation.

Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The name and address of the person(s) who shall serve as Director(s) until successors shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
VINCENT T. CRUDO	442 Wekiva Cove Road Longwood, Florida 32779
DEWI C.Y. CRUDO	442 Wekiva Cove Road Longwood, Florida 32779

## **ARTICLE VIII**

#### **INCORPORATOR**

The names and addresses of the initial incorporator is as follows:

<u>NAME</u> <u>ADDRESS</u>

VINCENT T. CRUDO 442 Wekiva Cove Road Longwood, Florida 32779 (H060001699313)

#### ARTICLE IX

## PREEMPTIVE RIGHTS OF SHAREHOLDERS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be Issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange County, Florida on this this 24th day of June, 2006.

VINCENT T. CRUDO

STATE OF FLORIDA

**COUNTY OF ORANGE** 

The foregoing Articles of Incorporation were acknowledged before me this this <u>7.9 Mills</u> day of June, 2006, by **VINCENT T. CRUDO**, who has produced a driver's license as identification or who is personally known to me.



Steven R. Kutner, Notary Public Commission No. DD354548 My Commission Expires:

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# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That CRUDO'S DIVINO GUSTO, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Longwood, Seminole County, State of Florida, has named VINCENT T. CRUDO located at 442 Wekiva Cove Road Longwood, Florida 32779, as its agent to accept service of process within this state.

#### **ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date:

June 28, 2006

VINCENT T. CRUDO