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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JUL 05 2007

LAW OFFICES  
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JOEL A. SAVITT

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**VIA FEDERAL EXPRESS**

July 2, 2007

Registration Section  
Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

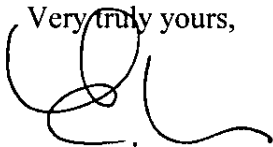
Re: Downtown Pasta Grill, Inc.  
Our File No.: 07-083

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "Downtown Pasta Grill, Inc." as a corporation. Also enclosed find a check in the amount of \$78.75 payable to the Florida Department of State.

This check represents the cost of the filing fees, a certified copy of the Articles of Incorporation and fee for the Registered Agent Designation for this corporation.

Very truly yours,



Erica Smolyansky  
Legal Assistant to Joel A. Savitt

JAS:es  
Enclosures as stated

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**DOWNTOWN PASTA GRILL, INC.**

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is Downtown Pasta Grill, Inc.

**ARTICLE II**

**BUSINESS ADDRESS**

The business address of this corporation is:

2370 Northeast 184th Terrace  
North Miami, Florida 33160

**ARTICLE III**

**DURATION**

This corporation shall have perpetual existence.

**ARTICLE IV**

**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

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**ARTICLE V**  
**CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

**ARTICLE VI**  
**VOTING RIGHTS**

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

**ARTICLE VII**  
**PREEMPTIVE RIGHTS**

There shall be no preemptive rights in any stock herein issued or hereafter issued.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 2370 Northeast 184th Terrace, North Miami, Florida 33160, and the name of the initial registered agent of this corporation at that address is Fernando Palomo.

**ARTICLE IX**  
**INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than ONE (1). The names and addresses of the initial directors of this corporation are:

Fernando Palomo  
2370 Northeast 184th Terrace  
North Miami, Florida 33160

President

Blanca Palomo  
2370 Northeast 184th Terrace  
North Miami, Florida 33160

Secretary/Treasurer

Wilson Garcia  
2370 Northeast 184th Terrace  
North Miami, Florida 33160

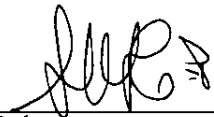
Vice President

**ARTICLE XI**  
**INCORPORATOR**

The name and address of the Incorporator is:

Blanca Palomo  
2370 Northeast 184th Terrace  
North Miami, Florida 33160

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on  
this 2<sup>nd</sup> day of July, 2007.

  
\_\_\_\_\_  
Blanca Palomo,  
Initial Incorporator/Director

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Downtown Pasta Grill, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2370 Northeast 184th Terrace, North Miami, Florida 33160, has named Blanca Palomo, located at 2370 Northeast 184th Terrace, North Miami, Florida 33160, as its agent to accept service of process within the State of Florida.

Signature: \_\_\_\_\_

Blanca Palomo  
Initial Incorporator/Director

Dated: July 2<sup>nd</sup>, 2007

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: \_\_\_\_\_

Blanca Palomo  
Registered Agent

Dated: July 2<sup>nd</sup>, 2007

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