

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

800-342-8086

P95000008196

95 JAN 31 PM 12 31
DIVISION OF REVENUE

ACCOUNT NO. : 072100000032

REFERENCE : 533126 145223A

AUTHORIZATION :

Patricia Pizzato

COST LIMIT : \$ 122.50

800001893968

ORDER DATE : January 31, 1995

ORDER TIME : 11:03 AM

ORDER NO. : 533126

CUSTOMER NO: 145223A

CUSTOMER: Mr. Stephen DeFlorio
V AND S RESTAURANT CORPORATION

2222 North Ocean Boulevard

Fort Lauderdale, FL 33305

DOMESTIC FILING

P95000008196

NAME: V AND S RESTAURANT
CORPORATION

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

TM
2-1-95
02/A

FILED
95 JAN 31 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
V and S RESTAURANT CORPORATION

FILED
95 JAN 31 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be V and S RESTAURANT CORPORATION. The address of the principal office of this corporation shall be 2222 North Ocean Boulevard, Fort Lauderdale, Florida 33305.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue will be 1,000 shares of common stock having No par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2222 North Ocean Boulevard, Fort Lauderdale, Florida 33305.

ARTICLE V. REGISTERED AGENT

The corporation has designated as its Registered Agent, VINCENT TUDISCO, whose address is 2222 North Ocean Boulevard, Fort Lauderdale, Florida 33305.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the incorporators that the corporation will qualify as an S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX. OFFICERS AND DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The name and street address of the initial members of the Board of Directors are:

Directors

VINCENT TUDISCO
2222 North Ocean Boulevard
Fort Lauderdale, Florida 33305

STEPHEN DeFLORIO
2222 North Ocean Boulevard
Fort Lauderdale, Florida 33305

President and Treasurer:

VINCENT TUDISCO
2222 North Ocean Boulevard
Fort Lauderdale, Florida 33305

Vice President and Secretary:

STEPHEN DeFLORIO
2222 North Ocean Boulevard
Fort Lauderdale, Florida 33305

ARTICLE X. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

VINCENT TUDISCO
2222 North Ocean Boulevard
Fort Lauderdale, Florida 33305

STEPHEN DeFLORIO
2222 North Ocean Boulevard
Fort Lauderdale, Florida 33305

IN WITNESS WHEREOF, we have hereunto set our hand and seal
this 20th day of January, 1995.

Witnesses:

Sign *Darlene Borelli*
Print DARLENE BORELLI

Sign *Vincent Tudisco*
VINCENT TUDISCO

Sign *Kathleen G. Clark*
Print KATHLEEN G. CLARK

Witnesses:

Sign *Darlene Borelli*
Print DARLENE BORELLI

Sign *Stephen DeFlorio*
STEPHEN DeFLORIO

Sign *Kathleen G. Clark*
Print KATHLEEN G. CLARK

ACCEPTANCE

VINCENT TUDISCO, being a resident of the State of Florida, and having being designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

EXECUTED this 26th day of January, 1995.

Vincent Tudisco
VINCENT TUDISCO

FILED
95 JAN 31 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA