

**P95000013964**

**TRANSMITTAL LETTER**

**FILED**  
95 FEB 16 AM 9:31  
STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: AMICI'S RESTAURANT, INC  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

600001408386  
-02/16/95--01106--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FROM: MICHAEL A. MARCHEGIANO  
MARIANNE T. MARCHEGIANO  
Name (printed or typed)

8132 WELLSMERE CIRCLE  
Address

ORLANDO, FL 32835  
City, State & Zip

407-295-9281  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
FOR  
AMICI'S RESTAURANT, INC.

FILED  
95 FEB 16 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation natural persons competent to contract, hereby form a corporation under the Laws of the state of Florida.

ARTICLE ONE: NAME

The name of this corporation is Amici's Restaurant.

ARTICLE TWO: NATURE OF BUSINESS

This corporation is being formed for the purpose of conducting any and all business associated with, but not limited to, the food service industry; and further to exercise all those powers granted by law, including but not limited to the following:

To have perpetual succession by its corporate name unless a limited period of duration is stated in its corporate Articles of Incorporation; To sue and be sued, complain, and defend in its corporate name in all actions and proceedings; To have a corporate seal which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed, or in any other manner reproduced; To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated; To sell, convey, mortgage pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and

assets; To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141, Florida Statutes; To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend pledge, or otherwise dispose of, and otherwise use and deal in and with shares of other interest in, or obligations of other domestic or foreign corporations, associations, partnerships or individuals, direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof; To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income; To lend money for its corporate purpose, and invest and reinvest its funds, and take and real and personal property as security for the payment of funds so loaned or invested; To conduct its business, carry on its operations, and have offices and exercise the powers granted by Section 607.011, Florida Statutes within or without this state; To elect or appoint officers and agents of the corporation and define their duties and fix their compensation; To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of the State, for the administration and the regulation of the affairs of the corporation; To make donations for the public welfare or for charitable, scientific, or educational purposes; To transact any lawful business which the board of

directors shall find will be in aid of governmental policy; To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans and other incentive and compensation plans for any or all of its directors, and employees of its subsidiaries; To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the children of the shareholder; To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise; and To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE THREE: CAPITAL STOCK

The maximum number of shares of common stock this corporation is authorized to have outstanding at any one time is One Hundred (100) Shares at a \$10.00 par value, fully paid and non-assessable.

#### ARTICLE FOUR: INITIAL CAPITAL

The amount of capital with which this corporation will start business is \$5000.00.

ARTICLE FIVE: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE SIX: ADDRESS

The initial principal office of this corporation is in the state of Florida at 8132 Wellsmere Circle, Orlando, Florida. The Board of Directors may from time-to time move the principal office to, any other address in the State of Florida.

ARTICLE SEVEN: REGISTERED AGENT

The initial registered agent is Michael A. Marchegiano.

ARTICLE EIGHT: DIRECTORS

This corporation shall have (2) directors initially. The number of directors may be increased or decreased from time-to time, By-Laws adopted by the Stockholders, but shall never be less than one (1) nor more than (7).

ARTICLE NINE: INITIAL DIRECTORS

The name address of each of the first Board of Directors are:

Michael A. Marchegiano	8132 Wellsmere Circle
	Orlando, FL 32835
Marianne T. Marchegiano	8132 Wellsmere Circle
	Orlando, Fl 32835

ARTICLE TEN: SUBSCRIBERS

The name and address of each of the subscribers of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration are:

Michael A. Marchegiano                      50 shares at \$10 par value  
8132 Wellsmere Circle  
Orlando, Fl 32835

Marianne T. Marchegiano                      50 shares at \$10 par value  
8132 Wellsmere Circle  
Orlando, Fl.32835

ARTICLE ELEVEN: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the Stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

DATED this 13<sup>TH</sup> day of February, 1995.



OFFICIAL SEAL  
NELLIE PAUL  
My Commission Expires  
April 7, 1995  
Comm. No. CC 096475

Michael A. Marchegiano  
Subscriber  
Marianne T. Marchegiano  
Subscriber

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County above-written to take acknowledgements, personally appeared Michael A. Marchegiano and Marianne T. Marchegiano, personally known to me or who provided Fl. D. L.C. as identification, to me known to be the persons described to these Articles of Incorporation.

FL Lc. M 622 541 55 126

FL Lc. M 622 552 55 959 0

WITNESS my Hand and Official Seal in the State and County above-written this 13 day of February, 1995.

Nellie Paul  
NOTARY PUBLIC - Signature

\_\_\_\_\_  
NOTARY PUBLIC - Printed Title

NELLIE PAUL  
NOTARY PUBLIC - Printed Name



OFFICIAL SEAL  
NELLIE PAUL  
My Commission Expires  
April 7, 1995  
Comm. No. CC 096475

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
95 FEB 16 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: AMICI'S RESTAURANT, INC.

2. The name and address of the registered agent and office is:

MICHAEL A. MARCHEGIANO  
(Name)

8132 WEUSMERE CIRCLE  
(P.O. Box not acceptable)

ORLANDO, FL. 32835  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Michael A. Marchegiano  
(Signature)

2/13/95  
(Date)