

P95000018671

LAW OFFICES OF
MARTIN S. FISHMAN

RECEIVED

95 MAR -8 AM 10:00
DIVISION OF CORPORATION

155 Willowbrook Boulevard
Wayne, New Jersey 07090
(201) 785-3300
Telecopier No. (201) 785-2445

100001424071
-03/08/95--01002--010
****140.00 ****70.00


February 24, 1995

USA Corporate Services
1084 Madison Avenue, 2nd Floor
Albany, New York 12208

Re: Incorporation of Clemente Panetteria, Inc. & Il Fornaio, Inc.
Dear Sir:

The English translation for Il Fornaio is "the breadmaster." The English translation of Panetteria is "bread bakery." Clemente is a family sur-name.

Yours truly,


Martin S. Fishman

MSP/me

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FROM:MLR

95 MAR -8 AM 10:23
FEB 24 1995
SECTION OF CORPORATION
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MH
3-8-95

Articles of Incorporation
of

IL FORNAIO INC.

It Is Hereby Certified That:

1. The name of the corporation is: **IL FORNAIO INC.**

2. The purposes for which the corporation is formed are:

To engage in any act or activity for which corporations may be formed under the General Corporations Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or any other body, without first having obtained such consent.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the General Corporation Law upon corporations formed thereunder, subject to any limitations contained in any statute of the State of Florida.

3. The name and address of the initial registered agent of the corporation is:

**Maddalena Clemente 3142 West Vins Del Mar Blvd.
St. Peterburg Beach, Florida 33706**

4. The mailing address and principal place of business of the corporation is:

**c/o The Corporation
483 Mandalay Ave.; Suite 109
Clearwater Beach, Fl 34630**

5. The aggregate number of shares which the corporation shall be authorized to issue is **1,000**, with no par value.

6. The name and address of the incorporator is:

Guy A. Rider 1084 Madison Avenue Albany, NY 12208

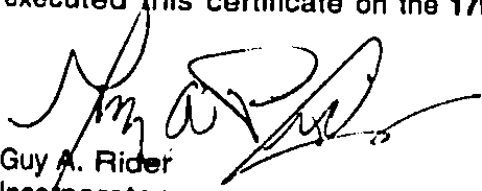
7. The corporation is to exist perpetually.

8. This corporation shall have one officer and director, initially. The name and street address of the initial officer and director, who shall hold office for the first year of the corporation, or until their successor is elected, is:

**Maddalena Clemente 3142 West Vina Del Mar Blvd.
St. Peterburg Beach, Florida 33706**

In Witness Whereof, the undersigned incorporator, being over the age of 21, has executed this certificate on the **17th** day of **February, 1995**.

Guy A. Rider
Incorporator

A handwritten signature in black ink, appearing to read "Guy A. Rider", is written over the printed name and title. The signature is stylized and cursive.

Acceptance of Appointment as Registered Agent

I, **Maddalena Clemente**, do hereby accept appointment as registered agent of **IL FORNAIO INC.** and am familiar with the provisions of section 607.325 of the Florida General Corporation Act.

Dated:

Maddalena Clemente 2/23/75
Maddalena Clemente
Director

REC'D
95 MAR -8 AM 10:23
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August 28, 1996

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****240.00 ****240.00

REPLACEMENT FEE 1996

ANNUAL REPORT: IL FORNAIO INC.
INC.

DEBIT MEMO: # 12896-A

CHECK #: 1175

P95000018671

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1996

IL FORNAIO INC.
483 MANDALAY AVE.
SUITE 109
CLEARWATER BEACH, FL 34630

SUBJECT: IL FORNAIO INC.
Ref. Number: P95000018671

Debit Memo #: 12896-A

This is to inform you that check #1175 in the amount of \$225.00 submitted with the annual report for IL FORNAIO INC. has been returned by your bank because of NSF.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$240.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after October 14, 1996 and a reinstatement fee of an additional \$385 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 996A00038785

P95000018671

Il Fornalo, Inc.
C/O Maddalena Clemente
3142 West Vlna Del Mar Blvd.
St. Petersburg Beach, FL 33708

May 15, 1997

Ms. Sandra B. Mortham
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Dissolution of Il Fornalo, Inc.
Document # P95000018671 (4)

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-06/16/97--01113--001
***157.50 ***157.50

Enclosed please find the following items:

1. Articles of Dissolution for Il Fornalo, Inc.
2. A check in the amount of \$157.50 to cover the following costs:
 - a) Filing fee for dissolution \$ 35.00
 - b) Two (2) certified copies of dissolution 105.00
 - c) Two (2) copies of certificate of Status 17.50

My address is located at the top of this letter, and I can be reached at 813-368-8322.

Thanking you in advance for your prompt attention.

Very truly yours,


Maddalena Clemente, President

enc.

FILED
97 JUN 16 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 6/20/97

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: IL FORNAIO, INC.

SECOND: The date dissolution was authorized: APRIL 30, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 15 day of MAY, 19 97

Signature

Maddalena Clemente

(By the Chairman or Vice Chairman of the Board, President, or other officer)

MADDALENA CLEMENTE

(Typed or printed name)

PRESIDENT

(Title)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 16 AM 9:00

FILED