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H. BRYANT SIMS

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REPLY TO
P. O. BOX 2151
PALM BEACH, FLORIDA 33480-2151

April 26, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

3011001470373
-05/02/95--01040--013
****122.50 ****122.50

RE: Amalli, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation on the above-referenced corporation. I have also enclosed my Trust Account check number 3212 in the amount of \$122.50.

I would request that you forward a Certified Copy of the Articles.

Thank you for your cooperation in this matter.

Sincerely,

H. Bryant Sims

HBS/gch
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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dB 5/5/95

ARTICLES OF INCORPORATION

OF

AMALLI, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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We the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be:

AMALLI, INC.

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

This Corporation is organized for the purpose of transacting any lawful business of Restaurant Management, Wholesale and Retail, to purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every class and description and to engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 1,000 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 3909 Jog Road, Lake Worth, Florida 33467

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is H. BRYANT SIMS, ESQUIRE.

ARTICLE VIII

This Corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The name and address of the initial Board of Directors are:

LESLIE BROMWELL, JR.
3909 Jog Road
Lake Worth, Florida 33467

ARTICLE IX

The names and address of the Incorporators signing these Articles is:

LESLIE BROMWELL, JR.
3909 Jog Road
Lake Worth, Florida 33467

ARTICLE I

The Officers of the Corporation shall be:

**LESLIE BROMWELL, JR., PRESIDENT, VICE PRESIDENT,
SECRETARY & TREASURER**

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 26th day of April, 1995.


LESLIE BROMWELL, JR.

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -1 PM 2:52

BEFORE ME, the undersigned authority, personl'y appeared,
LESLIE BROMWELL, JR., who produced identification, known to me and
by me to be the person who executed the above Articles of
Incorporation, for the purposes therein expressed.

Glenna C. Henwood
GLENN A. C. HENWOOD
NOTARY PUBLIC

MY COMMISSION EXPIRES
OFFICIAL NOTARY SEAL
GLENN A. C. HENWOOD
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. OCT. 23, 1995

IDENTIFICATION PRODUCED Florida D.L.# B654-527-S8-092-0

ACCEPTANCE OF REGISTERED AGENT

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

H. Bryant Sims
H. BRYANT SIMS, ESQUIRE