



ACCOUNT NO. : 072100000032

REFERENCE : 602590 9216A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : May 22, 1995

ORDER TIME : 9:07 AM

ORDER NO. : 602590

CUSTOMER NO: 9216A

700001495457

CUSTOMER: Bruce Lazar, Esq  
THERREL BAISDEN & MEYER WEISS

Suite 500  
1111 Lincoln Road  
Miami Beach, FL 33139

DOMESTIC FILING

NAME: LA PIAZZA INC.

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: T. BROWN MAY 22 1995

RECEIVED  
95 MAY 22 11:21  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
FLORIDA

**ARTICLES OF INCORPORATION**

OF

LA PIAZZA INC.

FILED  
95 MAY 22 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be:

LA PIAZZA INC.

**ARTICLE II - MAILING ADDRESS OF CORPORATION**

The mailing address of the corporation shall be:

155 Lincoln Road  
Miami Beach, Florida 33139

**ARTICLE III - TERM AND COMMENCEMENT**

This corporation is to exist perpetually. This corporation shall commence to exist on May 19, 1995.

**ARTICLE IV - PURPOSE OF CORPORATION**

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is 1000 shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE VI - NAME OF REGISTERED AGENT  
AND ADDRESS OF REGISTERED OFFICE**

The street address of the corporation's initial registered office shall be: 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139. The name of the corporation's initial registered agent at such address is: Bruce E. Lazar.

#### ARTICLE VII INCORPORATOR

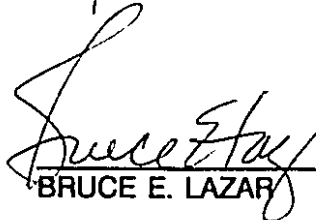
The name and address of each incorporator is:

Bruce E. Lazar  
1111 Lincoln Road  
Suite 500  
Miami Beach, Florida 33139

#### ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote or shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to actions in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of May, 1995.

  
\_\_\_\_\_  
BRUCE E. LAZAR

STATE OF FLORIDA     )  
                                  ) ss

COUNTY OF DADE )

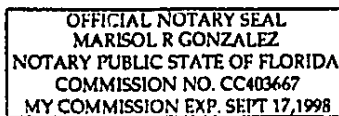
Before me, the undersigned authority, personally appeared BRUCE E. LAZAR to me known to be the person described as Incorporator In and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State above named this 19th day of May, 1995.

Marisol R. Gonzalez  
NOTARY PUBLIC, State of Florida  
At Large

MARISOL R. GONZALEZ  
Print Name

My Commission Expires:



#### ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as the initial registered agent of the above corporation.

Bruce E. Lazar  
BRUCE E. LAZAR