

ATTORNEY

EDWARD T. DINNA

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June 19, 1995

Secretary of State
Division of Corporations
State of Florida
Tallahassee, FL 32304

700001520837
-06/22/95--01071--008
*****70.00 *****70.00

RE: Michael Matlack
Michael's Italian Villa, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for:
Michael's Italian Villa, Inc.

Please file these Articles with the Secretary of State and return
confirmation of same to the attention of the undersigned.

I have enclosed our check in the amount of \$70.00 which represents
the following:

- | | | |
|----|----------------------|---------|
| 1. | Filing Fee | \$35.00 |
| 2. | Registered Agent Fee | 35.00 |

Thank you for your assistance and cooperation in this matter.

Very truly yours,

Edward T. Dinna/et

Edward T. Dinna

ETD/lit

Enclosures

Cheryl GAVE
AUTHORIZATION BY PHONE TO
CORRECT *RA design*
DATE *6/23*
DOC. EXAM *S. Tala*

SHARON L. TALA

JUN 23 1995

FILED
95 JUN 22 PM 2:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
MICHAEL'S ITALIAN VILLA, INC.

FILED
95 JUN 22 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned desiring to form a corporation for the purposes hereinafter stated under and pursuant to the laws of the State of Florida, do hereby declare as follows:

ARTICLE I

NAME

The name of the corporation shall be MICHAEL'S ITALIAN VILLA, INC.

ARTICLE II

BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows: This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 7500 shares of common stock having a par value of \$1.00 per share. The capital

stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 6667 West Taft Street, Hollywood, Florida, with privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this corporation shall be MICHAEL MATLACK, a resident of Broward County, Florida, and the Registered

office of the corporation shall be 1352 Weston Road, Ft. Lauderdale, Florida.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of not less than one and not more than seven.

ARTICLE VIII

INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified are as follows:

DIRECTOR(S)

MICHAEL MATLACK

11566 Lakeview Drive
Coral Springs, FL

RICHARD SCHULTE

50710 Peggy Lane
New Baltimore, mi 48047

ARTICLE IX

SUBSCRIBERS

The names and street addresses and the number of shares of stock subscribed to by each person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
MICHAEL MATLACK	11566 Lakeview Dr. Coral Springs, FL	Undetermined
RICHARD SCHULTE	50710 Peggy Lane New Baltimore, MI	Undetermined
DANNY DUKE	412 S.E. 9th Court Ft. Lauderdale, FL	Undetermined

ARTICLE X

ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment shall stand in lieu of the original incorporators, and assume and carry out all of the rights, liabilities, and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XI

INITIAL OFFICERS

The names, offices and street addresses of the first officers of this corporation, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the

corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>OFFICE</u>	<u>OFFICE ADDRESS</u>
MICHAEL MATLACK	President	11566 Lakeview Dr. Coral Springs, FL
RICHARD SCHULTE	Vice Pres.	50710 Peggy Lane New Baltimore, MI
DANNY DUKE	Treasurer	412 S.E. 9th Court Ft. Lauderdale, FL

ARTICLE XII

MANAGEMENT

The corporation shall be managed by the Board of Directors which shall exercise all powers conferred under the laws of the State of Florida, including without limitation the power:

SECTION A: To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-Laws of the corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder

shall have any right to inspect any account, record, book or document of the corporation, except as conferred by the law of the State of Florida or as authorized by the Board.

SECTION D: To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time, an amount to be set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make any lawful disposition of any paid in or capital surplus, or create any reserves out of the same, or charge to the same organizational expenses or other similar expenses properly chargeable to the capital account.

SECTION G: To use or apply any funds of the corporation, lawfully available therefor, for the purchase or acquisition of shares of the capital stock or bonds or other securities of the corporation, in the market or otherwise, at such prices as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

SECTION H: From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change, one or more plan or plans, for:

(1) The issue or the purchase and sale of its capital stock or granting of options therefor to any or all of the employees, officers, or directors of the corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereof pending payment therefor in full, and for aiding any such persons in paying for such stock by contributions, compensation for services, or otherwise;

(2) The participation by any or all of the employees, officers or directors of the corporation, or of any subsidiaries in the profits of the corporation or of any branch, division or subsidiary thereof, as part of the corporation's legitimate expenses; and,

(3) The furnishings of any or all of the employees, officers or directors of the corporation, or of any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accident, sickness or death, pensions during old age, disability or unemployment, or retirement benefits.

SECTION I: From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertibility, or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefor, any part or all of the property of the corporation, real or personal, including after acquired property.

ARTICLE XIII

TRANSACTIONS WITH RELATED PARTIES

1. No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors of committee which authorizes, approves or ratifies the contract or transaction by a votes or written consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorized, approve or ratify such contract or transactions by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board or a committee for the Board.

2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which approves or ratifies such contract, or transaction.

ARTICLE XIV

CUMULATIVE VOTING

Cumulative voting may be permitted by the terms of the By-Laws.

ARTICLE XV

INDEBTEDNESS

The highest amount of indebtedness or liability to which this corporation may at any time subject itself to is unlimited.

ARTICLE XVI

EFFECTIVE DATE

The effective date of this corporation shall be the date of the filing of these articles.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation this 23rd day of May, 1995.


MICHAEL MATLACK

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

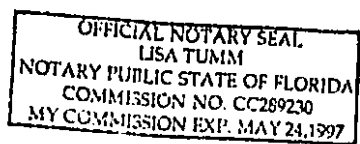
ON THIS DAY, BEFORE ME, an officer duly authorized to administer oaths and take acknowledgements in the County and State aforesaid, personally appeared, MICHAEL MATLACK, to me well known to be the incorporator described in and who acknowledged and executed the same as such incorporator for the purposes therein expressed.

SWORN TO AND SUBSCRIBED in the County and State aforesaid this
19th day of June, 1995.

Lisa Tumm

Notary Public

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
95 JUN 22 P 3:19
SECRET
TALLAHASSEE
STATE
FLORIDA

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - - . MICHAEL'S ITALIAN VILLA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Boca Raton, State of Florida, has named MICHAEL MATLACK, 1352 Weston Road , Ft. Lauderdale Florida, as its agent and to accept service of process within this State.

SECOND - - - Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL MATLACK