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PALLOTTO, HAYSON & MURPHY, P.A.

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HOLLYWOOD, FL 33021-3634

GEORGE L. PALLOTTO (1926-1978)
RUSSELL M. HAYSON*
JOHN J. MURPHY*
*ADMITTED FLORIDA AND NEW YORK BARS

TELEPHONE: 305-981-6760
TELECOPIER: 305-981-9729

July 5, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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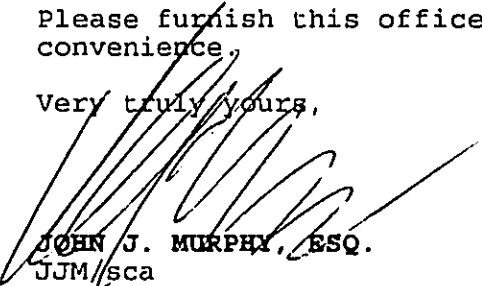
RE: VASSALLO FAMILY ENTERPRISES, INC.
OUR FILE NO.: 95-177*8

Dear Gentlemen:

Enclosed herein please find CERTIFICATE OF INCORPORATION for VASSALLO FAMILY ENTERPRISES, INC., along with our trust account check in the amount of \$122.50 to cover the filing fee.

Please furnish this office with a CERTIFIED COPY at your earliest convenience.

Very truly yours,


JOHN J. MURPHY, ESQ.
JJM/sca
Enclosures

N. HENDRICKS JUL '13 1995

FILED
95 JUL 10 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
VASSALLO FAMILY ENTERPRISES, INC.

FILED
95 JUL 10 AM 10:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **THE UNDERSIGNED**, hereby associate myself together with the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I.

The name of this corporation shall be **VASSALLO FAMILY ENTERPRISES, INC.**

ARTICLE II.

The general nature of the business to be transacted by this corporation shall be:

1. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and

tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned,

held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the State of Florida, or in any State, Territory, or dependency of the United States, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by

inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

ARTICLE III.

The authorized capital stock of this corporation shall be one hundred (100) shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the Board of Directors at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the Board of Directors.

ARTICLE IV. AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital to begin the business herein and operate same shall be a total of FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V. PRINCIPAL OFFICE

The principal office of the corporation shall be located at
2422 ROOSEVELT STREET, HOLLYWOOD, FLORIDA 33020
with the privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

ARTICLE VI. CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to Law.

ARTICLE VII.
NUMBER OF DIRECTORS

The number of directors shall be not less than one (1) nor more than three (3), but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII.
DIRECTORS

The names and addresses of the first Board of Directors of this corporation are:

DEANNA E. VASSALLO
President, Treasurer

2422 Roosevelt Street
Hollywood, Florida 33020

ROBERT E. VASSALLO
Vice President, Secretary

2422 Roosevelt Street
Hollywood, Florida 33320

ARTICLE IX.
NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

DEANNA E. VASSALLO
President, Treasurer

2422 Roosevelt Street
Hollywood, Florida 33020

50 Shares of Stock

ROBERT E. VASSALLO
Vice President, Secretary

2422 Roosevelt Street
Hollywood, Florida 33320

50 Shares of Stock

**ARTICLE X.
REGISTERED AGENT**

DEANNA E. VASSALLO, is hereby named as the original Registered Agent of this corporation, upon whom service of process may be held in accordance with the laws of the State of Florida, and the street address of the initial Registered Agent's office is:

2422 ROOSEVELT STREET, HOLLYWOOD, FLORIDA 33020.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge and filed in the office of the Secretary of State of Florida the foregoing CERTIFICATE OF INCORPORATION, this 28th day of June, 1995.

WITNESSES:

Sandra C. Peterson

Deanna E. Vassallo
DEANNA E. VASSALLO

Mabel H. McMillan

Sandra C. Peterson

Robert E. Vassallo
ROBERT E. VASSALLO

Victoria Luckett

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **DEANNA E. VASSALLO**, personally known to me or has produced _____ as identification, and she acknowledged before me that she executed the foregoing **CERTIFICATE OF INCORPORATION** for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 28th day of June, 1995.



SANDRA C. ATKINSON
MY COMMISSION # CC 228381 EXPIRES
September 20, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

Sandra C. Atkinson
NOTARY PUBLIC

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **ROBERT E. VASSALLO**, personally known to me, or has produced _____, as identification, and he acknowledged before me that he executed the foregoing **CERTIFICATE OF INCORPORATION** for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 28th day of June, 1995.



SANDRA C. ATKINSON
MY COMMISSION # CC 228381 EXPIRES
September 20, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

Sandra C. Atkinson
NOTARY PUBLIC

CERTIFICATE OF REGISTERED AGENT

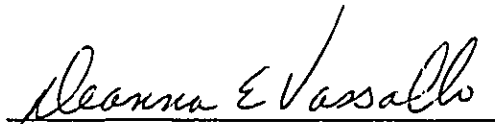
In compliance with Chapter 48.091, Fla. Stats., the following is submitted:

VASSALLO FAMILY ENTERPRISES, INC., a corporation desiring to organize under the Laws of the State of Florida, has named DEANNA E. VASSALLO as its initial Registered Agent, and the initial street address of the initial registered office of said agent is:

2422 ROOSEVELT STREET, HOLLYWOOD, FLORIDA 33020.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named 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.


DEANNA E. VASSALLO

FILED
95 JUL 10 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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