

JOHN P. QUINONES IV
Attorney at Law

419 Broadway
Kissimmee, FL 34741

P95000057130

Tel. (407) 870-8857

July 10, 1995

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

900001535779
-07/12/95--01052--017
*****70.00 *****70.00

Re: VENEZIA DUE, INC.
Articles of Incorporation.

W95-14312

Enclosed herein please find an original and one (1) copy of the articles of incorporation for the above corporation, and a check in the amount of Seventy dollars. (\$70.00).

Please send me a stamped received copy of the articles of Incorporation in the enclosed self addressed stamped envelope.

Thank You,


John P. Quinones, IV, Esquire

Encl.

JPQ\jrq

SN
7/25/95

00789, 00625, 00671
offer letter not allow
- July 1

RECEIVED
TALLAHASSEE, FLORIDA

95 JUL 24 AM 8:49

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1995

JOHN P. QUINONES, IV, ESQUIRE
419 BROADWAY
KISSIMMEE, FL 34741

SUBJECT: VENEZIA DUE, INC
Ref. Number: W95000014312

We have received your document for VENEZIA DUE, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 095A00034102

ARTICLES OF INCORPORATION

FILED

OF

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SECRETARY OF STATE
VENEZIA DUE, INC. TALLAHASSEE, FLORIDA

EFFECTIVE DATE
July 25, 1995

The undersigned acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt the following Articles of Incorporation of such corporation.

ARTICLE I. NAME

The name of this corporation shall be VENEZIA DUE, INC.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation shall be that of a general purpose construction company.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of capital stock having a nominal par value of \$1.00 per share.

ARTICLE IV. BEGINNING OF CORPORATE EXISTENCE

The date on which corporate existence of this corporation shall begin in 7-25-95.

ARTICLE V. TERM OF EXISTENCE

This corporation is intended to exist perpetually unless dissolved according to law.

ARTICLE VI. ADDRESS

The initial street address and mailing of the principal office of this corporation in the State of Florida is 3501 W. Vine Street, Suite 119, Kissimmee, Florida 34741. The Board of Directors may

from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors, who, unless otherwise provided by these Articles or the by-laws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
TAB RICCI	1825 Puffin Road St. Cloud, Florida 34771

ARTICLE VIII. INCORPORATORS

The incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
TAB RICCI	1825 Puffin Road St. Cloud, Florida 34771

ARTICLE IX. REGISTERED OFFICE

The registered agent of this corporation shall be John P. Quinones, IV, Esquire, whose business office is 419 Broadway Kissimmee, Florida 34741.

ARTICLE X. OFFICERS

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected as provided by the bylaws. The name and address of each initial officer of the corporation is as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	TAB RICCI	1825 Puffin Road St. Cloud, Florida 34771

Vice President	AZAT H. MASOUD	3520 Jamaica Run Lane Kissimmee, Florida 34741
Secretary	TAB RICCI	1825 Puffin Road St. Cloud, Florida 34771
Treasurer	TAB RICCI	1825 Puffin Road St. Cloud, Florida 34771

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation this 6th day of June, 1995.

Tab Ricci
Signature/Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared TAB RICCI, to me known to be the person described to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 6th day of June, 1995.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



OFFICIAL SEAL
Juan P. Quinones, IV
My Commission Expires
Jan. 28, 1997
Comm. No. CC 255714

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of florida.

1. The name of the corporation is: VENEZIA DUE, INC.
2. The name of the registered agent and office is:

<u>NAME</u>	<u>STREET</u>
John P. Quinones, IV, Esquire	419 Broadway Kissimmee, Florida 34741

Tab Ricci
Signature
(corporate officer)

Title *President*
Date *7/6/95*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature *[Signature]*
Date *7/6/95*

PRE-INCORPORATION SUBSCRIBER/SHAREHOLDER AGREEMENT

This Agreement, made this ___ day of June, 1995 by and between the future shareholders of VENEZIA DUE, INC., a Florida Corporation, hereinafter referred to as the corporation, the said future shareholder parties being as follows:

NAME	RESIDENCE	SHARES
TAB RICCI	1825 Purfin Road St. Cloud, FL 34771	51 shares
AZAT H. MASOUD	3520 Jamaica Run Lane Kissimmee, Florida	49 shares

WHEREAS, the corporation will have an initial capital of \$25,000.00, with 100 shares of Common Stock with a par value of \$1.00 per share. The subscriber/shareholder parties agree to subscribe to the number of shares designated as follow and to pay cash or property as stipulated:

NAME	NO. OF SHARES	CASH OR PROPERTY
TAB RICCI	Fifty-one shares (51)	\$10,000.00 in property plus goodwill of name and secret recipes
AZAT H. MASOUD	Forty-Nine shares (49)	\$15,000.00

WHEREAS, the parties wish to promote their mutual interest and those of the corporation through the adoption of certain voting and other provisions,

NOW THEREFORE, in consideration of the mutual promises herein contained and other good and valuable consideration, the parties hereto agree to legally bind themselves, as follows:

1. During the duration of his ownership of stock, each subscriber/shareholder party to this agreement agrees to vote his shares of stock in the corporation for the following persons as

director of the corporation as long as said person remain shareholder of the corporation, to wit: TAB RICCI, 1825 Puffin Road, St. Cloud, Florida 34771.

2. Every subscriber/shareholder of the corporation, elected or appointed as a director or officer of the corporation under the above provisions, agrees to tend to the corporation his resignation as an officer and/or director at such time as the subscriber/shareholder shall sell or tender his shares for sale.

3. Each subscriber/shareholder party to this agreement agrees to devote his best interest to the development of the corporation. The salary received by each party as an officer shall serve as compensation for services for being both officer and employee.

4. Any subscriber/shareholder desiring to encumber or dispose of that stock must obtain the written consent of each of the other subscriber/shareholders.

5. TAB RICCI, as majority shareholder shall have the option to buy out the remaining shareholders within one (1) year after the formation of the corporation. In the event the majority shareholder exercises the option to buy out the remaining shareholders, he shall buy the shares at the price of the remaining shareholders' initial investment plus the existing prime rate.

6. Notwithstanding the above, in the event of the death of any shareholder, or in the event any shareholder desires to dispose of their stock, that shareholders' stock shall first be offered for purchase to the remaining shareholders according to their pro rata amount. In the event the remaining shareholders are unable to purchase any or all of the stock, the corporation shall have the

right to purchase the stocks. The estate of a decedent shareholder shall be obligated to sell said stock to other shareholders or the corporation.

7. Recognizing that TAB RICCI, as majority shareholder of the company shall contribute various secret food recipes of unique nature, AZAT H. MASOUD agrees that \$5,000.00 of his initial investment shall be paid individually to TAB RICCI for his right to use the secret food recipes. In the event AZAT H. MASOUD disposes of his stocks in the company and is no longer employed by the company, he agrees that the secret food recipes shall remain the property of TAB RICCI and further agrees that he will not directly or indirectly engage in any Italian Restaurant business competitive with the company. This covenant shall apply to the geographical area that includes Orange, Osceola and Seminole Counties. Directly or indirectly engaging in any competitive business includes, but is not limited to, (i) engaging in a business as owner, partner, or agent, (ii) becoming an employee of any third party that is engaged in such business, (iii) becoming interested directly or indirectly in any such business, or (iv) soliciting any customer of the company for the benefit of a third party that is engaged in such business.

Dated this 6th day of July, 1995.

TAB RICCI

Azat H. Masoud
AZAT H. MASOUD

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

5 JUL 24 AM 8:49

FILED

P95000057130
JOHN P. QUINONES IV
ATTORNEY AT LAW

419 Broadway
Kissimmee, FL 34741
Tel. (407) 870-8857

March 15, 1996

1202 Sacramento St.
Deltona, FL 32725
Tel. (407) 574-1325

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

800001748628
-03/19/96--01033--011
*****87.50 *****87.50

Re: Venezia Due, Inc.

Dear Sir/Madam:

Enclosed herein please find my Resignation of Registered Agent to be filed in the above-referenced corporation. Also enclosed is a check in the sum of \$87.50 intended to cover the filing expenses.

Please note my new address is 3 South Bermuda Avenue, Suite 11, Kissimmee, Florida 34741.

Sincerely,


John P. Quinones, IV, Esquire

JPQ/jm

Enclosure

RA Resign

TLL MAR 21 1996

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SECRETARY OF STATE
DIVISION OF CORPORATION
96 MAR 18 PM 3:19

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SECRETARY OF STATE
DIVISION OF CORPORATION
96 MAR 18 PM 3: 19

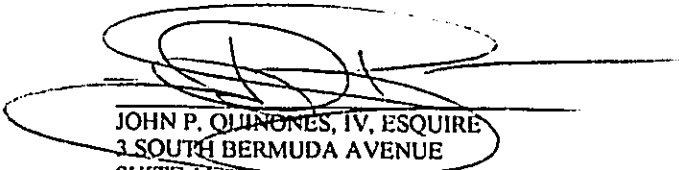
RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of section 607.0502(2) or 607,1509, Florida Statutes,
the undersigned, JOHN P. QUINONES, IV, ESQUIRE hereby resigns as Registered
Agent for VENEZIA DUE, INC.

A copy of this resignation was mailed to the above listed corporation at its last known
address, to wit: 3501 W. Vine Street, Suite 119, Kissimmee, Florida 34741.

The agency is terminated and the office discontinued on the 31st day after the date on
which the statement was filed.

Dated this 14th day of March 1996.



JOHN P. QUINONES, IV, ESQUIRE
3 SOUTH BERMUDA AVENUE
SUITE 11
KISSIMMEE, FLORIDA 34741
(407) 870-8857



FLORIDA DEPARTMENT OF STATE

Sandra P. Northam
Secretary of State

May 7, 1996

P95000057130
VENEZIA DUE, INC
3501 W. VINE ST., STE 119
KISSIMMEE, FL 34741

SUBJECT: VENEZIA DUE, INC
Ref. Number: P95000057130

Our records indicate the registered agent for the above named corporation resigned on March 18, 1996 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1996

VENEZIA DUE, INC.
3501 W. VINE STREET, SUITE 119
KISSIMMEE, FL 34741

SUBJECT: VENEZIA DUE, INC

Document #: P95000057130

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 896A00033295

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for VENEZIA DUE, INC, a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of July 9, 1996 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000057130.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Ninth day of July, 1996



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State