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STORAGE, LUPINO, GREGG & CASEY

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

100380 OVERSEAS HIGHWAY

KEY LARGO, FLORIDA 33037

(305) 481-1200

FAX NO. 481-1258

(305) 248-8848 MIAMI DIRECT LINE

MICHAEL R. STORAGE, P.A.

JAMES S. LUPINO, P.A.

MARK H. GREGG, P.A.

DENNIS P. CASEY, P.A.

MIAMI

8978 SUNSET DRIVE • SUITE 801

MIAMI, FLORIDA 33143

(305) 661-4221

FAX NO. 665-2334

July 21, 1995

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\*\*\*122.50 \*\*\*122.50

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

VIA UNITED PARCEL SERVICE

RE: Anthony's Pizzeria of Key Largo, Inc.

Gentlemen:

Enclosed please two original sets of Articles of Incorporation for the above-referenced corporation, together with my check in the amount of \$122.50 to cover the cost of the filing fee and a certified copy of the Articles of Incorporation.

Please have the enclosed documents filed and return to me a certified copy of the Articles.

If you have any questions, please feel free to call. Thank you.

Sincerely,

*James S. Lupino*  
JAMES S. LUPINO, ESQUIRE  
JSL.laf

Enclosures

cc: Mr. Anthony Colarusso

1914.laf

*LOA*  
*7-25-95*

FILED  
95 JUL 24 PM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
95 JUL 24 PM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ANTHONY'S PIZZERIA OF KEY LARGO, INC.**

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be **ANTHONY'S PIZZERIA OF KEY LARGO, INC.** and the mailing address for the corporation is 97630 Overseas Highway, Key Largo, FL, 33037.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The purpose is to engage in any activities or business permitted under the laws of the United States of Florida.

**ARTICLE IV**

The corporation shall have authority to issue 100 shares all

of one class, \$1 par value.

#### ARTICLE V

The address of its initial registered office is 100360 Overseas Highway, Key Largo, FL, 33037 and the name of its initial Registered Agent at said address is JAMES S. LUPINO, ESQUIRE.

#### ARTICLE VI

The initial Board of Directors shall consist of three directors, whose names and addresses are:

Thomas Williams  
14513 SW 137th Court  
Miami, FL 33186

Mark Colarusso  
268 Lower Matecumbe  
Key Largo, FL 33037

Anthony Colarusso  
155 Long Key Rd.  
Key Largo, FL 33037

#### ARTICLE VII

The name and address of the incorporator is:

Anthony Colarusso  
155 Long Key Rd.  
Key Largo, FL 33037

#### ARTICLE VIII

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

#### ARTICLE IX

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 stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 21 day of July, 1995.

*A. Colarusso*  
ANTHONY COLARUSSO, Incorporator

Dated: 7/21/95

State of Florida

County of Monroe

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of July, 1995 by ANTHONY COLARUSSO, who is personally known to me or who has produced n/a as identification and who ~~did~~ (did not) take an oath.

*Lisa A. Frins*  
Notary Public

Lisa A. Frins  
Print Name of Notary Public

My Commission Expires:



FILED

95 JUL 24 PM 8:56

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 and 617.0501, 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 **ANTHONY'S PIZZERIA OF KEY LARGO, INC.**

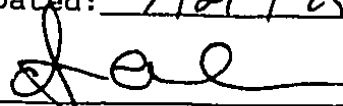
2. The name and address of the registered agent and office is:

**JAMES S. LUPINO, ESQUIRE**  
100360 Overseas Highway  
Key Largo, FL 33037

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.

  
**JAMES S. LUPINO, ESQUIRE,**  
Registered Agent

Dated: 7/21/95

  
ANTHONY COLARUSSO, Incorporator

Dated: 7/21/95