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DEMPSEY & ASSOCIATES

PROFESSIONAL ASSOCIATION

SUITE 200
1031 W. MORRIS BLVD.
WINTER PARK, FLORIDA 32789-3744
TELEPHONE (407) 740-7778
TELECOMPER (407) 740-0911

EFFECTIVE DATE

8/16/95

POST OFFICE BOX 1984
ORLANDO, FLORIDA 32802-1984
TELEPHONE (407) 422-5121

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 21 AM 7:59

August 17, 1995

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****122.50 ****122.50

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

Re: Articles of Incorporation of Valentino's Pizzeria
Classica, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Valentino's Pizzeria Classica, Inc., together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before August 24, 1995.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,

Bill

William P. Weatherford, Jr.

WPWjr/rp
Enclosures

A:\VALENTIN\STATE.1

cf 8/22/95

EFFECTIVE DATE

8/10/95

ARTICLES OF INCORPORATION

OF

VALENTINO'S PIZZERIA CLASSICA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG 21 AM 7:59

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Valentino's Pizzeria Classica, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 500 North Orlando Avenue, Winter Park, Florida 32789.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 500 North Orlando Avenue, Winter Park, Florida 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Todd Cecil. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Todd Cecil	500 North Orlando Avenue Winter Park, Florida 32789

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Todd Cecil	500 North Orlando Avenue Winter Park, Florida 32789
Giuseppe Taurmina	500 North Orlando Avenue Winter Park, Florida 32789

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this 16TH day of August, 1995.



Todd Cecil

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Todd Cecil

Todd Cecil

Date: Aug. 16, 1995

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Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF LEON

I, LINDA AIELLO after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, LINDA AIELLO hereby resign as corporate officer and director
(Title)

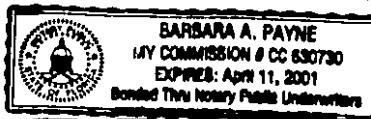
VALENTINO'S PIZZERIA CLASSICA, INC.. a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

Linda Aiello
Signature of resigning officer/director

Sworn to and subscribed before me this 01 day of May 1997

Barbara A. Payne
BARBARA A. PAYNE
NOTARY PUBLIC



My Commission Expires: _____

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E044 (7-90)