

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-221-0971
904-221-0972

800-342-8086



P9600002194

ACCOUNT ID: 072100000032

REFERENCE: 795417 10944A

AUTHORIZATION:

COST LIMIT: \$ PREPAID

ORDER DATE: January 8, 1996

ORDER TIME: 11:17 AM

ORDER NO.: 795417

CUSTOMER NO: 10944A

CUSTOMER: Marc Postelnick, Esq
MARC POSTELNEK, P.A.

Suite 11b
407 Lincoln Road
Miami Beach, FL 33139

400001681534
-01/08/96--01049--013
*****122.50 *****122.50

DOMESTIC FILING

NAME: CAFE RITORNO, INC.

XXX ARTICLES OF INCORPORATION
----- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
----- PLAIN STAMPED COPY
----- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: **T. BROWN** JAN - 8 1996

FILED
96 JAN - 8 PM 5:55
RECEIVED
96 JAN - 8 PM 12:05
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAFE RITORNO, INC.**

FILED
96 JAN -8 PM 5:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, do submit these Articles for the purpose of becoming 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 corporations.

ARTICLE I

The name of the corporation shall be: CAFE RITORNO, INC. Its business shall be carried out at 1125 North Federal Highway, Fort Lauderdale, Broward County, FL 33304, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 500 shares of Common Stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of \$100.00 Dollars and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$100.00 Dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors must be stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successors are elected and have qualified are:

MARISA S. YOPPI
1065 94th Street, Apt. 201
Bay Harbor Island, FL 33154

HUGO A. SILVESTRI
2822 N.W. 55th Avenue, Apt. 1-D
Lauderhill, FL 33313

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

MARISA S. YOPPI	-	PRESIDENT
HUGO A. SILVESTRI	-	SECRETARY and TREASURER

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>SHARES</u>	<u>VALUE</u>
MARISA S. YOPPI 1065 94th Street, Apt. 201 Bay Harbor Island, FL 33154	50	\$50.00
HUGO A. SILVESTRI 2822 N.W. 55th Avenue, Apt. 1-D Lauderhill, FL 33313	50	\$50.00

ARTICLE X

The name and address of the initial registered agent is:
MARC POSTELNEK, 407 Lincoln Road, Suite 11-B, Miami Beach, FL 33139.

ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by

reason of his/her being director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him/her as a director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE XII

No contract or other transaction between this Corporation and any other firm or corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining

the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation or not so interested.

ARTICLE XIII

The Shareholders of the Corporation are hereby granted preemptive rights as conditions precedent to the issuance or sale of any additional stock of the Corporation.

ARTICLE XIV

The transferability or assignment of the stock of the Corporation has been restricted pursuant to that certain Agreement between the Shareholders of the Corporation.

ARTICLE XV


The Shareholders of the Corporation have entered or will be entering into a certain Shareholders' Agreement.

ARTICLE XVI

The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association, and/or

corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 4 day of JANUARY, 1996.


MARISA S. YOPPI (SEAL)


HUGO A. SILVESTRI (SEAL)

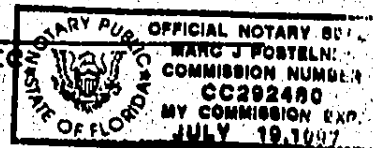
STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared MARISA S. YOPPI, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforescribed this 4th day of JANUARY, 1996.


NOTARY PUBLIC

My Commission Expires:



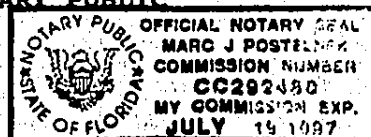
STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared HUGO A. SILVESTRI, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforescribed this 4th day of JANUARY, 1996.


NOTARY PUBLIC

My Commission Expires:




**CERTIFICATE DESIGNATING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

FILED
96 JAN -8 PM 5:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First, that **CAFE RITORNO, INC.**, a Florida Corporation
qualified to do business under the laws of this State, with its
principal office located at 1125 North Federal Highway, Fort
Lauderdale, FL 33304, has appointed **MARC POSTELNEK**, whose
office is located at 407 Lincoln Rd., Suite 11-B, Miami Beach,
FL 33139, as its agent to accept service of process within this
State.

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.



MARC POSTELNEK, REGISTERED AGENT
407 Lincoln Road, Suite 11-B
Miami Beach, FL 33139

P96000002194

Hugo A. Silvetti
2022 NW 55th #10
Cauderhill, FL 33313

City/State/Zip

Phone #

700002039037--6

-12/27/96--01042--014

*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 27 PM 12:26

APPROVED
AND
FILED

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P96000002194
0412
12-27-96

HUGO A. SILVESTRI
2822 N.W. Ave.; Apt. 1-D
Lauderhill, FL 33313

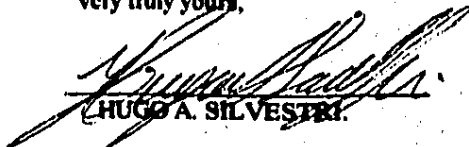
Date: 12.5, 1996.

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Re: CAFE RITORNO, INC.
Document No: P962194

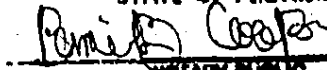
Dear Sir or Madam:

This letter shall serve to advise you that I have resigned as Secretary, Treasurer and Director of Cafe Ritorno, Inc., effective as of July 1, 1996. Please amend your records accordingly.

Thank you for your attention to this matter.
very truly yours,


HUGO A. SILVESTRI

SUBSCRIBER WHO SIGN TO BEFORE
ME THIS 5 DAY OF Dec 19 96
FT. LAUDERDALE, COUNTY OF BROWARD
STATE OF FLORIDA


NOTARY PUBLIC
MY COMMISSION EXPIRES 122.2000

OFFICIAL NOTARY SEAL
BENNIE B COOPER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC526275
MY COMMISSION EXP. JAN. 22, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 27 PM 12:25

APPROVED
AND
FILED