1201 HAYS STREET 000-342-0086 TALLAHASSEE, FL 32301 904-222-9171 904-22至0393

REFERENCE :

822567

102501

AUTHORIZATION :

COST LIMIT :

9 122,50

ORDER DATE: January 29, 1996

ORDER TIME : 9:26 AM

ORDER NO. : 822567

CUSTOMER NO:

102501

CUSTOMER: James D. Vogel, Esq

R.M. VOGEL & ASSOCIATES

Suite B

3936 Tamiami Trail North

Naples, FL 33940

DOMESTIC FILING

NAME: PANEVINO RISTORANTE, INC.

Bread & Wine Restaurant, Inc.

XXX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY _ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

HARRY DAVIS

EXAMINER'S INITIALS:

T. BROWN JAN 3 () 1996

400001699984

d.M.

RECEIVED

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham' Secretary of State Shell or Kill

January 29, 1996

CSC NETWORKS 1201 HAYS 5 FREET TALLAHASSEE, FL 32301

SUBJECT: PANEVINO RISTORANTE, INC.

Ref. Number: W96000002156

INE RESTAURANT, ICUC.

We have received your document for PANEVINO RISTORANTE, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

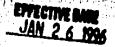
Please provide an English translation for the entity's name in your cover letter.

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

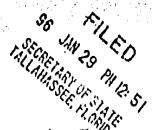
If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown Corporate Specialist

Letter Number: 896A00003759



ARTICLES OF INCORPORATION OF PANEVINO RISTORANTE, INC.



THE UNDERSIGNED, acting as sole incorporator hereby forms a corporation effective January 26, 1996 under Chapter 607 of the laws of the State of Florida.

ARTICLE L- NAME

The name of the corporation (the "Corporation") is Panevino Ristorante, Inc., whose principal office and mailing address is 8853 Tamiami Trail North, Naples, Florida 33963.

ARTICLE II - NATURE OF BUSINESS

The purpose or purposes for which the Corporation is organized are: to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, and the par value of each such share is One Dollar (\$1.00), amounting in the aggregate to One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the Corporation is 8853 Tamiami Trail North, Naples, Florida 33963, and the name of the initial registered agent of the corporation at that address is Safedin Ljikovic.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.-DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Safedin Ljikovic 8853 Tamiami Trail North Naples, FL 33963

Alfredo Bajraktarevic 8853 Tamiami Trail North Naples, FL 33963

Cheryl Bajraktarevic 8853 Tamiami Trail North Naples, FL 33963

ARTICLE VI - OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Safedin Ljikovic, President-Treasurer

Cheryl Bajraktarevic, Vice President

Alfredo Bajraktarevic, Secretary

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

James D. Vogel, Esq. 3936 Tamiami Trail North Suite B, Midwest Title Bldg. Naples, FL 33940 IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named,

for the purpose of forming a corporation under the Florida General Corporation Act has executed

these Articles of Incorporation this 2 day of January, 1996.

STATE OF FLORIDA)

COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 2 day of January, 1996,

by James D. Vogel, Esq., as sole incorporator of Panevino Ristorante, Inc. He is persont lly known

to me or has produced

Assidentification.

Notices Public

DEBORNH A. MELSON

MY Commission Expires

BER SHI A. NELSON

MY Commission Expires

DEBECT SHI A. NELSON

MY Commission Expires

ACCEPTANCE BY REGISTERED AGENT

Safedin Ljikovic having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of a registered agent and agrees to act in this capacity.

Safedin Liikovie