

**CARLUCCI'S CORP., INC.**

CORPORATE OFFICE - 5370 NW 103 RD WAY - CORAL SPRINGS, FL 33076  
Phone 954 346-5506 - Fax 954-346-5508

January 20, 1997

P96000029844

FLORIDA DEPT. OF STATE  
DIVISION OF CORPORATIONS  
AMENDMENTS DEPARTMENT  
RE: ROASTED TOMATOE FACTORY RESTAURANT INC.

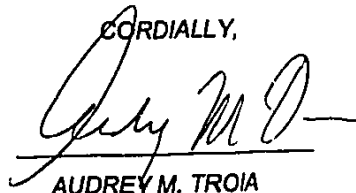
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-01/23/97--01085--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

PLEASE FIND ENCLOSED EMBEDDED ARTICLES FOR THE ABOVE NAMED CORPORATION A WOULD LIKE TO MAKE THE CHANGES THAT APPEAR IN THE AMENDED ARTICLES. PLEASE NOTIFY ME AS TO WHAT THE FEES ARE FOR FILING THE ARTICLES AND FOR A CERTIFIED COPY OF THEM. I WILL MAKE PAYMENT OF THEM IMMEDIATELY UPON RECEIPT.

PLEASE SEND ME A CERTIFIED COPY OF THE AMENDED ARTICLES TO MY CORPORATE OFFICE AT 5370 NW 103 RD WAY CORAL SPRINGS, FL 33076.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

CORDIALLY,



AUDREY M. TROIA  
SECRETARY CARLUCCI'S INC.

FILED  
97 JAN 21 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-6-97

Amended & Restated Article  
with Name Change  
LFT

## **CARLUCCI'S CORP., INC.**

CORPORATE OFFICE ~ 5370 NW 103 RD WAY ~ CORAL SPRINGS, FL 33076  
Phone 954 346-5508 ~ Fax 954-346-5508

January 31, 1997

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

Attn: Ms: Louise Jackson

Please find enclosed amended articles of The Roasted Tomatoe Factory Restaurant Inc. I made the changes we discussed in our telephone conversation on 1/31/97. Please notify if there are any further matters that must be corrected in order to have this corporation in place. I also have tried to have the Fictitious name registered to this corporation but have had the items returned to me because of the name discrepancies. In my initial cover letter I requested to have a certified copy sent to me of the new ammended articles.

Thank you for your consideration and assistance in this matter.

Cordially,

  
Audrey M. Troia

FILED  
97 JAN 21 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# **CARLUCCI'S CORP., INC.**

CORPORATE OFFICE ~ 6370 NW 103 RD WAY ~ CORAL SPRINGS, FL 33076  
Phone 954 346-5506 ~ Fax 954-346-5508

January 13, 1997

FLORIDA DEPT. OF STATE  
DIVISION OF CORPORATIONS  
PO BOX 6327  
TALLAHASSEE, FL 32314

SIR/MADAM:

PLEASE FIND ATTACHED AMENDED ARTICLES OF INCORPORATION FOR RIVERSIDE PLAZA RESTAURANT INC., ASSIGNED DOCUMENT NUMBER P9600029844. INITIALLY THIS CORPORATION WAS FILED ON MARCH 29, 1996 UNDER THE NAME THE ROASTED TOMATO FACTORY, INC. I WOULD LIKE TO AMEND THE NAME AND OTHER ITEMS AS PER ATTACHED ARTICLES.

I WOULD LIKE TO RECEIVED A CERTIFIED COPY OF THE AMENDED ARTICLES. THE MAILING ADDRESS FOR THE CORPORATION IS 5370 NW 103RD WAY CORAL SPRINGS, FLORIDA 33076 ATTN.: AUDREY M. TROIA.

I DO NOT KNOW IF THERE ARE FEES FOR THE ABOVE REQUEST PLEASE NOTIFY IF THERE ARE ANY AND TO WHOM TO MAKE CHECKS PAYABLE TO.

THANK YOU, FOR YOUR ASSISTANCE TO THIS MATTER.

SINCERELY,



AUDREY M. TROIA

RIVERSIDE PLAZA RESTAURANT INC. SECRETARY

FILED  
97 JAN 21 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FL

RECEIVED  
97 JAN 21 AM 8:24  
DIVISION OF CORPORATIONS

FILED  
97 JAN 21 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF THE ROASTED TOMATOE  
FACTORY RESTAURANT INC .**

The amended and restated articles of incorporation of the Roasted Tomatoe Factory were adopted by the officers and shareholders of the corporation on January 2, 1997. The following articles are being added: Article V., Article VI., Article VII., Article VIII., Article IX. The following articles are being amended Article I., Article III., Article II., Article IV.

ARTICLE I

NAME

The name of the corporation shall be changed from the ROASTED TOMATOE FACTORY RESTAURANT INC, TO RIVERSIDE PLAZA RESTAURANT, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses 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 maximum number of shares that this corporation is authorized to have outstanding at any on time is 1,000 shares of common stock having a \$ 1.00 par value per share.

ARTICLE IV

PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS

The principal address and the initial registered office of the corporation is 5370 N.W. 103rd Way, Coral Springs, Florida 33076 and the name of the initial registered agent of the corporation at that office is Audrey M. Troia.

page 2.

Articles of Incorporation

RIVERSIDE PLAZA RESTAURANT, INC.

ARTICLE V  
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI  
CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE VII  
PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VIII  
BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTORS

The name and address of the initial directors of the corporation are **Rosario Troia and Audrey M. Troia, of 5370 N.W. 103 rd Way Coral Springs, Florida 33076.**

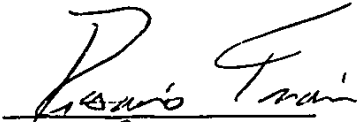
ARTICLE IX  
BY - LAWS

By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified repealed as provided by the By-Laws.

Articles of Incorporation  
RIVERSIDE PLAZA RESTAURANT, INC.  
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ARTICLE X  
SUBSCRIBER

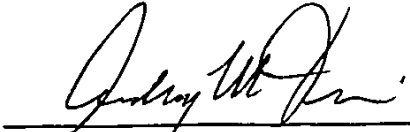
The name and street address of the subscribers to these Articles of Incorporation are  
Rosario Troia and Audrey M. Troia, of 5370 N.W. 103rd Way, Coral Springs, Florida  
33076.

  
\_\_\_\_\_  
Rosario Troia, Director  
  
\_\_\_\_\_  
Audrey M. Troia, Director

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ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for  
said corporation.

  
\_\_\_\_\_  
Audrey M. Troia , Registered Agent

Articles of Incorporation

RIVERSIDE PLAZA RESTAURANT, INC.

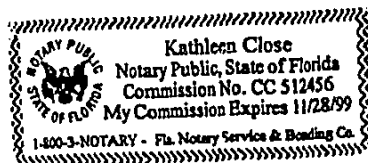
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**STATE OF FLORIDA**

**COUNTY OF PALM BEACH**

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Rosario Troia to me know to be the person described as the Subscriber, and Audrey M. Troia to me known to be the person described as the Subscriber and Registered Agent, in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this 13 day of JANUARY 1997.



  
Notary Public