

Legal Services of Brevard, Inc.

"Expert Service For The Pro Se Litigant"

P96000030643

Date: MARCH 28, 1996

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
CORPORATE RECORDS BUREAU
P.O. BOX 6327
TALLAHASSEE, FL. 32301

RECEIVED
MAR 29 1996
DEPT. OF STATE
CORPORATIONS
BUREAU
96 APR -8 AM 9:45
FILED

RE: TESORI RESTAURANT CORPORATION

GENTLEMEN:

Enclosed are an original and one copy of Articles of Incorporation for the above named corporation, In addition, a check in the sum of \$127.50 is enclosed which represents the following fees.

FILING FEE

CERTIFIED COPY

REGISTERED AGENT FEE

W96-7095

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

THANK YOU

J. K. Goethe
J. K. GOETHE

51
4-9

1701 South Harbor City Boulevard (US Hwy #1)
Melbourne, Florida 32901 USA

407-722-9119 Fax 407-984-9070



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 2, 1996

LEGAL SERVICES OF BREVARD, INC.
1701 SOUTH HARBOR CITY BLVD.
(U.S. HWY. #1)
MELBOURNE, FL 32901

SUBJECT: TESORI RESTAURANT CORPORATION
Ref. Number: W96000007095

We have received your document for TESORI RESTAURANT CORPORATION. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 096A00015048

ARTICLES OF INCORPORATION

of

TESORI RESTAURANT CORPORATION

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -8 AM 9:45

We, The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be TESORI RESTAURANT CORPORATION.

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose of the corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. TESORI RESTAURANT CORPORATION, also may own, buy, and sell parts or all of other businesses, real estate, and investments; conduct research; develop equipment; design, construct, own, sell, and lease equipment; and hold patents. TESORI RESTAURANT CORPORATION, may do writing of all types, including printing, publishing,

distributing, buying and selling; enter into textiles and their manufacture, distribution, sales, etc.; and take advantage of any and all opportunities, ventures, and spin-offs that are legally available.

ARTICLE FOUR: CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is one hundred (100) shares, all of which shall be common shares with a par value of no par.

ARTICLE FIVE: REGISTERED OFFICE: The street address of the initial Registered office of the Corporation is 201 West Hibiscus Boulevard, Melbourne, Brevard County, FL 32901, and the name of the Registered Agent is ORLANDO SIERES.

ARTICLE SIX: DIRECTORS: The Board of Directors of the corporation shall consist of no less than 1 and no more than 4 members. The names and addresses of the initial Board of Directors are:

Orlando Sieres,
5708 Harbor Chase Circle
Apt. # 8
Orlando, FL 32839

ARTICLE SEVEN: INCORPORATOR(S) The incorporator(s) of this corporation and the subscriber to these Articles of Incorporation is:

Orlando Sieres

ARTICLE EIGHT: BY-LAWS AND ARTICLES OF

INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve, and/or amend By-laws of the corporation and shall have the exclusive authority to formulate, approve, and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the office of the Secretary of State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for TESORI RESTAURANT CORPORATION is 201 West Hibiscus Blvd., Melbourne, FL 32901: The mailing address is the same.

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

TESORI RESTAURANT CORPORATION, a Florida corporation, pursuant to Florida Statute 48.091 and its Articles of Incorporation, hereby designates ORLANDO SIERES whose address is 201 West Hibiscus Blvd. Melbourne, FL 32901 as its Registered Agent and Registered Office for the service of process as required by law.

96 APR - 8 PM 9:45
SECRET
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

ACCEPTANCE

I, ORLANDO SIERES, of Brevard County, Florida, having been named in the foregoing Designation Of Registered Agent by TESORI RESTAURANT CORPORATION, and having been fully advised and apprised of the duties of a Resident Registered Agent for the service of process as prescribed by Florida Statute 48.091, do hereby accept said designation, and agree to accept service of process as Resident Registered Agent, to keep the office open during prescribed hours, to post my name in a conspicuous place in the office as required by law, and to otherwise comply with the obligations of a Resident Registered Agent to maintain a Registered Office as heretofore indicated.

Orlando F. Sieres

ORLANDO SIERES/Resident Registered Agent

DATED this 28th day of March, 1996.

IN WITNESS WHEREOF, I have subscribed my name this 28th day of March, 1996.

Orlando F. Sieres

ORLANDO SIERES/Incorporator

P96000030643

JUNE 5, 1996

TESORI RESTAURANT CORPORATION
P96000030643
201 WEST HIBISCUS BLVD.
MELBOURNE, FLORIDA 32901

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

300001888573
-07/09/96--01148--026
*****35.00 *****35.00

SECRETARY OF STATE,

Please take notice that I resign as the Registered Agent of Tesori Restaurant Corporation, a Florida for Profit Corporation on this 5th day of June, 1996. I mailed a copy of this notice of resignation to Tesori Restaurant Corporation at its most recent place of business, 201 West Hibiscus Blvd., Melbourne, Florida 32901, as shown the document most recently filed by the Compny with your office.

Dated: June 5, 1996

Orlando F. Sieres.
ORLANDO SIERES/RESIGNING AGENT

R. A. Charge
LFT

FILED
96 JUL -3 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 JUL -3 PM 2:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 12, 1996

Orlando Siores
% TESORI RESTAURANT CORPORATION
201 West Hibiscus Blvd.
Melbourne, FL 32901

SUBJECT: TESORI RESTAURANT CORPORATION
Ref. Number: P96000030643

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 296A00029283

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Tesori Restaurant Corporation
2. The mailing address of the corporation is: 201 West Hibiscus Blvd.
Melbourne, FL 32901
3. Date of incorporation/qualification: 4/8/96 Document number: P96000030643
4. The name and address of the current registered agent and office:

Orlando Sieres
201 West Hibiscus Blvd.
Melbourne, FL 32901

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Reynaldo Torrez
201 West Hibiscus Blvd
Melbourne, FL 32901

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

X [Signature] 6/27/96
(Signature of an officer, chairman or vice chairman of the board) (Date)

Reynaldo Torrez / Pres.
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

X [Signature]
(Signature of Registered Agent)

6/27/96
(Date)

If signing on behalf of an entity:

Reynaldo Torrez
(Typed or Printed Name)

President
(Capacity)