417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Taliahassee, FL 32302 TOLL FREII No. 1-800-342-8062 FAX (904) 222-1222 NAME _____ FIRM ______ ADDRESS _____ PHONE (Service: Top Priority... Rogular_ One Day Service Two Day Service To us via _____ _ Return vla , Matter No.: _____ Express Mail No. ____ State Fee \$ _____ __ Our \$ _

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PREPAID	\$
BALANCE DUE	\$

Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE

MADE IN ITALY PIZZA & PASTA GRILL, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation

Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

5.30.96

NAME AND ADDRESS

The name of the corporation and the address of the principal office, which is also the mailing address of the corporation, are:

MADE IN ITALY PIZZA & PASTA GRILL, INC. 311 SOUTH MISSOURI AVENUE CLEARWATER, FLORIDA 34616

ARTICLE TWO

DURATION AND COMMENCEMENT

The corporation shall have perpetual existence, commencing on May 30, 1996.

ARTICLE THREE

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE FOUR

CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND FIVE HUNDRED (1500) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE FIVE

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is:

311 SOUTH MISSOURI AVENUE CLEARWATER, FLORIDA 34616

and the name of the initial registered agent at that office is: JOHN C. GARDNER.

ARTICLE SIX DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

PETER KASIMOS 3046 KASTLAND BOULEVARD, APT. 106 CLEARWATER, FLORIDA 34621

JIM KASIMOS 3046 EASTLAND BOULEVARD, APT. 106 CLEARWATER, FLORIDA 34621

JOSEPH ORLANDO 3046 EASTLAND BOULEVARD, APT. 106 CLEARWATER, FLORIDA 34621

ARTICLE SEVEN

INCORPORATOR AND SUBSCRIBER

The name and address of the person signing these Articles as incorporator and as the initial subscriber to the capital stock of the corporation are:

JOHN C. GARDNER 311 SOUTH MISSOURI AVENUE CLEARWATER, FLORIDA 34616

who subscribes to and agrees to take 300 shares of the stock of the corporation.

IN WITNESS WHEREOF the undersigned incorporator and subscriber has executed these Articles of Incorporation on May 30, 1996.

STATE OF FLORIDA

FILED

COUNTY OF PINKLIAS

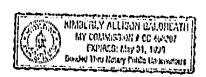
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THE FOREGOING Articles of Incorporation were acknowledged before mo	on the	JALLAHASSINIT STATE
1996, by JOHN C. GARDNER, who [$ otin $] is personally known to me, or [] has	produced
as identification.		

Kimberly allism Salbreath Notary Public

KIMBERLY ALLISON GALBREATH
Printed, Typed or Stamped Name of Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I HEREBY AGREE to act in the capacity of Registered Agent for the corporation which is the subject of the foregoing Articles of Incorporation and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping my office open for the acceptance of service. I am familiar with the duties and obligations of a registered agent under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and I hereby accept those duties and obligations.

JOHN C. GARDNER
311 SOUTH MISSOURI AVENUE
CLEARWATER, FLORIDA 34616