

P96000047034

Change Number Only

6/3/96. Elvia

Costabel Attilio

Registrant's Name

80 SW St Ft 2047

Address

Miami FL 33130

City

State

Zip

Phone

371-2618 A

VALIDATION ONLY

SEARCHED INDEXED  
-06/04/96-01044-010  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

Sanremo Restaurant, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUN -4 AM 11:52

FILED

DIVISION OF CORPORATION

95 JUN -4 AM 9:46

RECEIVED

Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input type="checkbox"/> Profit                    | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             |  |   |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

K OMESSER JUN 4 1996

CERTIFIED COPY

ARTICLES OF INCORPORATION  
OF  
**SANREMO RESTAURANT, INC.**

FILED  
65 JUN -4 PM 11:52  
TALLAHASSEE, FLORIDA  
DIVISION OF STATE

ARTICLE I. NAME

The name of this corporation shall be **SANREMO RESTAURANT, INC.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the establishment and operation of restaurants, bars, parlors, related franchises, hotels and resorts, tourist services, including limousine services, wholesale and retail of foodstuff and specialties, deli, import/export, any related or unrelated real estate operations and businesses, and in general engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 common par value shares of common capital stock.

#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

**"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy Of  
Which Is On File At This Corporation's Principal Office."**

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Peter Alfonso Petazzoni, 5225 Collins Ave., Miami Beach, FL 33140;

Sylvana Maggion Petazzoni, 5225 Collins Ave., Miami Beach, FL 33140

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 5225 Collins Ave., Miami Beach, FL 33140, and the address of this corporation's initial registered office shall be: 5225 Collins Ave., Miami Beach, FL 33140.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Peter Alfonso Petazzoni.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Peter Alfonso Petazzoni, 5225 Collins Ave., Miami Beach, FL 33140;

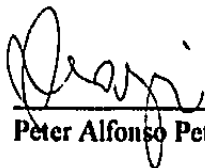
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Peter Alfonso Petazzoni- Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of SANREMO RESTAURANT, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for SANREMO RESTAURANT, INC.



Peter Alfonso Petazzoni - Registered Agent

State Of Florida

County Of Dade

On 5-30-96, Peter Alfonso Petazzoni, designated above as the individual who shall serve as this corporation's initial registered agent and who is acting as incorporator of this corporation, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of SANREMO RESTAURANT, INC.

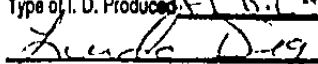
  
Notary Public

Commission Expiration Date:

May 18, 1998

FILED  
96 JUN -4 AM 11:52  
TALLAHASSEE, FLORIDA

(Seal)

State of Florida / County of DADE  
The foregoing instrument was acknowledged before me, this  
5-30-96 by Peter Alfonso Petazzoni  
Personally Known ☐ OR Produced Identification ☒  
Type of I. D. Produced FL D.L. # P325-1dd-36349-0  
 (Notary signature)  
Printed name & Comm. # LINDA DIAZ

