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BOCA RATON, FL 33433
(407) 361-0100
P96000058938



PRIMECHIEF
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 019029 7112718

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 12, 1996

ORDER TIME : 5:45 PM

ORDER NO. : 019029

CUSTOMER NO: 7112718

CUSTOMER: Frederick C. Braun, Esq
FREDERICK C. BRAUN, P.A.

Suite 208
7025 Beracasa Way
Boca Raton, FL 33433

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-07/15/96--01005--002
*****70.00 *****70.00

DOMESTIC FILING

NAME: ROBERTO'S ITALIAN RESTAURANT
& PIZZERIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 15 AM 11:47

RECEIVED
95 JUL 15 AM 8:22
DIVISION OF CORPORATIONS
JF 7/15/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 15 AM 11:47

ARTICLES OF INCORPORATION OF
ROBERTO'S ITALIAN RESTAURANT & PIZZERIA, INC.

The undersigned, acting as incorporators of a corporation pursuant to Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be ROBERTO'S ITALIAN RESTAURANT & PIZZERIA, INC.

The principal address of the corporation at the time of incorporation is 5700 North Federal Highway, Boca Raton, County of Palm Beach, Florida 33487.

ARTICLE II. DURATION

The duration of this corporation is *perpetual*, unless dissolved according to law.

Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State.

ARTICLE III. PURPOSE

The purpose or purposes for which the corporation is organized is to conduct any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the corporation's initial registered agent is Frederick C. Braun, Esq., 7025 Beracasa Way, Suite 208, Boca Raton, County of Palm Beach, Florida 33433.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following person shall serve the corporation as director until the first annual meeting or other meeting called to elect directors:

NAME	ADDRESS
Antonino Tribunella	5700 N. Federal Hwy., Boca Raton Florida 33487
Josephino Tribunella	5700 N. Federal Hwy., Boca Raton Florida 33487

ARTICLE VII. INCORPORATORS

The name and address of each incorporators are as follows:

NAME	ADDRESS
Antonino Tribunella	5700 N. Federal Hwy., Boca Raton Florida 33487
Josephine Tribunella	5700 N. Federal Hwy., Boca Raton Florida 33487

ARTICLE VIII. PRE-EMPTIVE RIGHTS

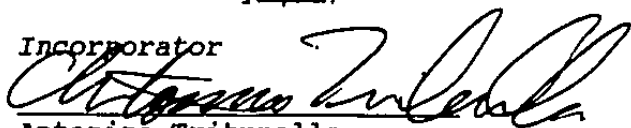
Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

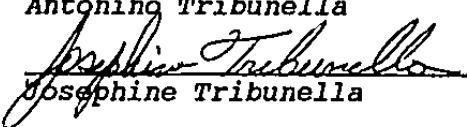
ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned incorporators have executed these articles of incorporation on July 11, 1996.

Incorporator


Antonino Tribunella

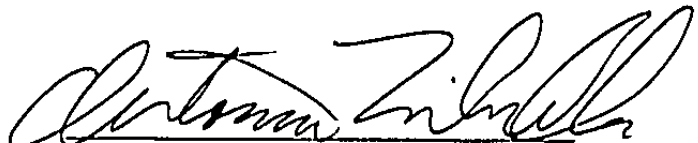

Josephine Tribunella

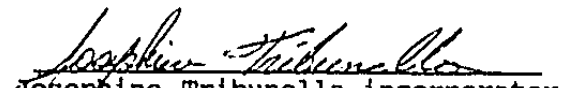
Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that ROBERTO'S ITALIAN RESTAURANT & PIZZERIA, INC., desiring to organize or qualify under the laws of the State of Florida, has named Frederick C. Braun, Esq., located at 7025 Beracasa Way, Suite 208, Boca Raton, Florida 33433, as its agent to accept service of process within Florida.

Dated: July 11, 1996.



Antonino Tribunella, incorporator


Josephine Tribunella, incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby 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 obligations of my position as registered agent.

Dated: July 11, 1996.


Frederick C. Braun, Esq
Registered Agent

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DIVISION OF CORPORATIONS
96 JUL 15 AM 11:47