

P96000060128

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: PALERMO PIZZA, INC.  
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of Incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

DANIEL J. WEINBERG  
Name

23123 STATE ROAD 7, SUITE 301  
Address

BOCA RATON, FL. 33428  
City, State, & Zip

( 407 ) 483-8899  
Telephone Number

800001893628  
-07/16/96--01005--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
55 JUL 15 PM 1:00  
SECRET  
NOT FOR DISTRIBUTION

Note: Additional copy of articles is needed only when certified copy is requested.

AL JUL 18 1996



MEMBER:  
American Institute of C.P.A.'s  
New York State Society of C.P.A.'s  
Florida Institute of C.P.A.'s

July 9, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: PALERMO PIZZA, INC.

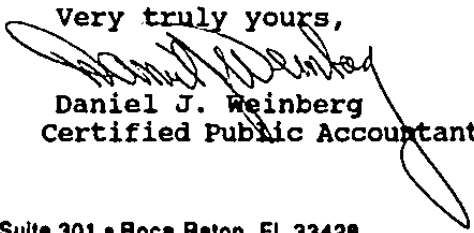
To Whom It May Concern:

Enclosed are original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees.

Please send acknowledgement receipt to: PALERMO PIZZA, INC.

C/O DANIEL J. WEINBERG, CPA  
23123 STATE ROAD 7, SUITE 301  
BOCA RATON, FL. 33428

Very truly yours,

  
Daniel J. Weinberg  
Certified Public Accountant

DJW/11

CONSENT TO OBTAIN ASSISTANCE IN THE PREPARATION  
OF ARTICLES OF INCORPORATION FOR  
PALERMO PIZZA, INC.

BE IT KNOWN, that the office of DANIEL J. WEINBERG, CPA has provided assistance to the undersigned in filing Articles of Incorporation with Florida Department of State, Division of Corporations.

Each Corporation is a separate entity and as such has specific goals, needs and requirements. It is therefore recommended by this office that corporate documents be reviewed by your legal counsel. We have provided assistance only in filing your Articles of Incorporation, providing a tax and accounting service and do not attempt to render any legal advice.

If there is more than one unrelated shareholder, it is strongly recommended that legal counsel be retained to prepare a shareholder's agreement, a buy/sell agreement and other agreements which clearly address potential conflicts between shareholder's clarifying how such conflicts will be legally resolved.

The professional advice of your legal counsel to ascertain exact compliance with all statutory requirements is strongly recommended.

I(WE), THE UNDERSIGNED INCORPORATOR(S), HEREBY CLEARLY UNDERSTAND THAT THE OFFICE OF DANIEL J. WEINBERG, CPA IS ONLY PROVIDING ASSISTANCE IN FILING ARTICLES OF INCORPORATION FOR PALERMO PIZZA, INC. WITH FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS, AND THE OFFICE OF DANIEL J. WEINBERG HAS CLEARLY RECOMMENDED TO ME (US) TO SEEK PROFESSIONAL ADVICE FROM LEGAL COUNSEL TO ENSURE THAT ALL LEGAL MATTERS ARE PROPERLY ADDRESSED.

7/11/96

DATE

Salvatore Taravella  
SALVATORE TARAVELLA

**ARTICLES OF INCORPORATION**

**OF**

**PALERMO PIZZA, INC.**

FILED

96 JUL 16 PM 1:00

CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be:  
PALERMO PIZZA, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

900 EAST ATLANTIC BLVD.  
POMPANO BEACH, FL 33060

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

SALVATORE TARAVELLA  
900 EAST ATLANTIC BLVD.  
POMPANO BEACH, FL. 33060

**ARTICLE V - INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

SALVATORE TARAVELLLA  
900 EAST ATLANTIC BLVD.  
POMPANO BEACH, FL 33060

The undersigned has(have) executed these Articles of Incorporation this 11<sup>th</sup> day of July, 1996.

Salvatore Taravella  
SALVATORE TARAVELLA

**ARTICLE VI - PURPOSES**

**Business Purpose: THIS CORPORATION IS ORGANIZED FOR THE PURPOSES OF RESTAURANT & PIZZARIA TO BE OPEN TO THE GENERAL PUBLIC.**

FILED

96 JUL 16 PM 1:00

CLERK  
FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

PALERMO PIZZA, INC.

The registered agent and office is:

SALVATORE TARAVELLA  
900 EAST ATLANTIC BLVD.  
POMPANO BEACH, FL 33060

Salvatore Taravella  
SALVATORE TARAVELLA

7/11/96  
DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.

Salvatore Taravella  
SALVATORE TARAVELLA

7/11/96  
DATE

**Daniel J. Weinberg, P.A.**

Daniel J. Weinberg  
Certified Public Accountant

MEMBER:

American Institute of CPA's  
New York State Society of CPA's  
Florida Institute of CPA's

**P96000060128**

April 22, 1997

FILED  
97 APR 25 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: **Palermo Pizza, Inc.**

700002154897--2  
-04/25/97--01039--020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To Whom It May Concern:

Enclosed are Amended Articles of Incorporation together with  
(1) copy along with a check in the amount of \$35.00 to cover the  
filing fees.

Please send acknowledgement receipt to:

Palermo Pizza, Inc.  
c/o Daniel J. Weinberg, P.A.  
1761 W. Hillsboro Blvd., Suite 205  
Deerfield Beach, FL 33442

Very truly yours,

Daniel J. Weinberg  
Certified Public Accountant

DJW/elw  
Encl.

:amendmen.pai:

**ARTICLES OF AMENDMENT**

**to**

**Articles of Incorporation**

**of**

**PALERMO PIZZA, INC.**

FILED  
91 APR 25 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST: THE NAME OF THE CORPORATION:**

**PALERMO PIZZA, INC.**

**SECOND: AMENDMENT(S) ADOPTED:**

(Indicate original article number(s) being amended, added or deleted)

**ARTICLE VII - (OFFICERS AND DIRECTORS)**

A special meeting was held by the Board of Directors of Palermo Pizza, Inc. Present at this meeting was the sole director and officer of the corporation, Salvatore Taravella. Mr. Taravella submitted his resignation as President and sole Director of the corporation and by a unanimous vote of the Board of Directors, Lisa Taravella was elected to the Board of Directors and to the position of President of Palermo Pizza, Inc.

## ARTICLES OF AMENDMENT

**THIRD:** The date of each amendment's adoption is: April 20, 1997.  
(Date)

**FOURTH: ADOPTION OF AMENDMENT(s) (check one)**

X The amendment(s) was/were adopted by the Incorporators or Board of Directors without shareholder action and shareholder action was not required.

\_\_\_ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

\_\_\_ The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by

**Board of Directors.**

(voting group)

Signed this 20th day of April, 1997.

PALERMO PIZZA, INC.

(Corporation Name)

Signature: X Salvatore Taravella

(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

Salvatore Taravella  
(Type or print name)

INCORPORATOR/  
PRESIDENT  
(Title)

4/20/97  
(Date)

## **RESIGNATION OF BOARD OF DIRECTORS**

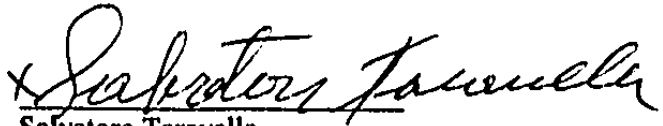
of

PALERMO PIZZA, INC.

I, Salvatore Taravella, hereby tender my resignation as President and Director of Palermo Pizza, Inc., effective immediately and do hereby transfer all of my ownership interest and the shares of common stock to be reissued to new shareholder Lisa Taravella as new shareholder and President of the corporation.

4/20/97

Date

  
Salvatore Taravella

## SPECIAL MEETING TO ELECT OFFICERS

On April 20, 1997 a special meeting of the Board of Directors of Palermo Pizza, Inc. was held. Present at this meeting was the sole Director and Officer of the corporation, Salvatore Taravella, and by a unanimous vote the board approved the election of Lisa Taravella as a shareholder and President of the corporation effective immediately.

Shares to be reissued as follows:

<u>Name of Shareholders</u>	<u>Number of Shares</u>
Lisa Taravella	1000

by: Salvatore Taravella  
Salvatore Taravella