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LAW OFFICES

ADAMS, ROTHSTEIN & SIEGEL

SIMON D. ROTHSTEIN
JOHN H. ADAMS (904) 398-1395
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SUITE 104, INDIAN BUILDING
4417 BEACH BOULEVARD
JACKSONVILLE, FLORIDA 32207
PHONE (904) 398-1419

July 30, 1996

Ms. Dana Callaway
c/o Florida Department of State -
Charter Division
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Martello's Pizza & Italian Ristorante, Inc.

Dear Ms. Callaway:

Pursuant to our telephone conference of Tuesday, July 30, 1996, enclosed for filing are Articles of Incorporation in duplicate for the above-referenced corporation, together with the Registered Agent form and our \$122.50 check for the following costs:

Filing fee and certified copy	\$ 87.50
Registered Agent fee	<u>35.00</u>
	\$122.50

I trust you will find the documents in order for filing and can Fax to me a copy of the corporate certificate and any other evidence you may have showing the incorporation of the above. My Fax number is (904) 398-1395. Please return the certified copy of the Articles of Incorporation directly to me.

Your assistance is most appreciated.

Sincerely,



Simon D. Rothstein

SDR:mjb

Enclosure

cc: Mr. John K. Wing

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****122.50 ****122.50

Handwritten initials and date: HJC 8/1-96

ARTICLES OF INCORPORATION
OF

MARTELLO'S PIZZA & ITALIAN RISTORANTE, INC.

FILED
96 JUL 31 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves in order to form a corporation for the purpose hereinafter stated and do hereby certify as follows:

ARTICLE I.

The name of this corporation shall be and is hereby declared to be MARTELLO'S PIZZA & ITALIAN RISTORANTE, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation, together with, and in addition to those powers conferred by the Laws of Florida and the principles of common law upon corporations organized under and by virtue of the Laws of Florida, is the following:

All lawful business, including the operation of a restaurant.

In furtherance, and not in limitation, of the general powers conferred by the Laws of the State of Florida and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to-wit:

To take, lease, hold, sell in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatsoever buy or dispose of real property within or without the State of Florida, wherever situated.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, and to lease, sell, assign, exchange, transfer, or

in any manner dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within Florida and out of Florida.

To enter into, make, perform contracts of every kind for any lawful purpose with any person, firm association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof.

To acquire the good will, rights of property of any person, firm or corporation, and the whole or any part of their assets, tangible or intangible, to pay for the said good will, rights, property, and assets in cash, the stock of this company, bonds, or otherwise, or by undertaking the whole or any part of the liabilities of the transferrer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, register, or in any manner to acquire and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

Without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the Laws of the State of Florida.

To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

In general to carry on any other business in connection therewith, whether manufacturing, contracting or otherwise, not forbidden by the Laws of the State of Florida, and with all powers conferred upon corporations by the Laws of the State of Florida.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this second Article of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent subjects, purposes and powers, and shall not be construed to restrict in any manner the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE III

The amount of the total authorized capital stock which may be issued by the corporation is 100 shares of common stock of \$1.00 par value per share.

All or any part of said capital stock may be payable either in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, and the judgment of such directors as to the value of such property, labor or services, shall, in the absence of fraud, be conclusive upon the stockholders and the parties dealing with the corporation. The capital stock may be issued and paid for at such time or times and upon such terms and conditions as the Board of Directors may determine and the amount of the capital stock increased or decreased in the manner provided by law.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE V.

The existence of this corporation shall be perpetual and shall commence on July 26, 1996.

ARTICLE VI.

The name of the registered agent and the registered office of this corporation in the State of Florida are respectively Simon D. Rothstein, Esquire, Suite 104, 4417 Beach Boulevard, Jacksonville, Florida 32207.

ARTICLE VII.

The number of directors of this corporation shall be not less than one.

ARTICLE VIII.

The names and post office addresses of the Board of Directors and Officers who, subject to the provisions of these Articles of Incorporation and the By-Laws to be adopted shall hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
John K. Wing	President/Treasurer and Director	11018 St. Augustine Rd. Suite 107, Jacksonville, FL 32257
Patricia E. Wing	Secretary	11018 St. Augustine Rd. Suite 107, Jacksonville, FL 32257

ARTICLE IX.

The names and post office addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock of this corporation which each agrees to take are as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>ADDRESS</u>
Simon D. Rothstein	1	Sto. 104, 4417 Beach Blvd. Jacksonville, FL 32207

The proceeds of which will amount to at least \$500.00.

ARTICLE X.

The post office address of the principal office of the corporation in Florida shall be 11018 St. Augustine Road, Suite 107, Jacksonville, FL 32257.

I, the undersigned, being the original subscriber to the capital stock of this corporation for the purpose of forming a corporation, in pursuance of the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinbefore set forth, and accordingly hereunto have set my hand and seal this 30th day of July, 1996.


SIMON D. ROTHSTEIN (SEAL)

STATE OF FLORIDA

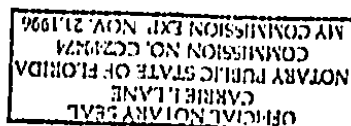
COUNTY OF DUVAL

Before me personally appeared SIMON D. ROTHSTEIN, who is personally known to me and known to me to be the person described in and who signed and executed the foregoing Articles of Incorporation as his voluntary act and deed, and did acknowledge that the facts therein set forth are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30TH day of July, 1996, at Jacksonville, Florida


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES: _____



SIGNATURE GUARANTEED
MED-LLION GUARANTEED
INVESTMENT MANAGEMENT & RESEARCH, INC.

1-1996 0-9-8-7-1-0-4
SR

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.


FILED
96 JUL 31 11:20
CLERK OF STATE
JACKSONVILLE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Martollo's Pizza & Italian Ristorante, Inc.,
desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation at Jacksonville, Duval County, Florida, has named
Simon D. Rothstein, located at Suite 104, 4417
Beach Blvd., Jacksonville, FL 32207, as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

Having been named as registered agent and resident agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act, relative to keeping said office open.


Simon D. Rothstein
Registered and Resident Agent.