

1201 HAYS STREET

800-342-8086

101-22-71

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PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 046364 160206A

AUTHORIZATION :

COST LIMIT : \$ 70.

*Patricia Pizutto*

ORDER DATE : August 7, 1996

ORDER TIME : 2:10 PM

ORDER NO. : 046364

CUSTOMER NO: 160206A

CUSTOMER: Mr. Bert Risdon  
A. BERT RISDON  
Suite 213  
407 Wekiba Springs Road  
Longwood, FL 32779

DOMESTIC FILING

NAME: DA VINCI'S RESTAURANT, 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: Clint Fuhrman

EXAMINER'S INITIALS:

*CP*  
*8/8/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -7 AM 9:40

ARTICLES OF INCORPORATION  
OF  
DA VINCI'S RESTAURANT, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -7 AM 9:40

We, the undersigned, desiring to form a corporation for profit under the General Corporation Law of Florida, do hereby certify:

ARTICLE I

The name of the Corporation shall be: DA VINCI'S RESTAURANT, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purposes for which said Corporation is formed are:

(a) To conduct and carry on the business of sales of food and beverages to the general public.

(b) In general, to enter into, promote or carry on any lawful business whatsoever calculated directly or indirectly to promote the business and general welfare of the Corporation or to enhance the value of its properties, and to have and exercise all rights, powers and privileges which are or hereinafter be conferred upon corporations for profit organized under the General Corporation Law of the State of Florida.

The objectives and purposes specified in the foregoing clauses of Article III shall be construed both as objects and powers, and each specified purpose shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or inferences from the terms of any other clause or paragraph of these Articles of Incorporation. The foregoing enumeration of specified powers shall not be held to limit or restrict the powers of the Corporation and are in furtherance of and addition to the general powers conferred by the statutes of the State of Florida.

The Corporation reserves the right at any time and from time to time to change its purposes in any manner now or hereafter permitted by statute. Any change of the purposes of the Corporation, whether substantial or not, authorized or approved by the holders of shares entitled to exercise that portion of the voting power of the Corporation now or hereafter required for such authorization or approval, shall be binding and conclusive upon every shareholder of the Corporation as fully as if such shareholder had voted therefore; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected in writing thereto, shall be entitled to payment of the fair cash value of his shares.

ARTICLE IV

The number of shares of capital stock of all classes which the Corporation is authorized to have outstanding is 100 all of which shall be Common Stock with a par value of \$1.00 per share.

ARTICLE V

The amount of stated capital with which the Corporation will begin business is \$500.00.

ARTICLE VI

The street address of the initial registered office of this Corporation shall be 505 Semoran Blvd., Casselberry, Florida 32707 and the name of the initial registered agent at this address is James T. Raetz.

ARTICLE VII

The Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

James T. Raetz  
1296 Crow Way #100  
Casselberry, Florida 32707

ARTICLE VIII

The principal office and mailing address of the Corporation is:

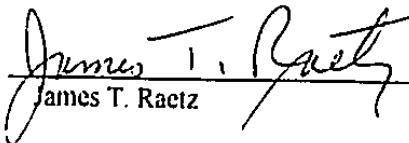
505 Semoran Blvd.  
Casselberry, Florida 32707

ARTICLE IX

The name and address of the incorporator signing the Articles of Incorporation is:

James T. Raetz  
1296 Crow Way #100  
Casselberry, Florida 32707

IN WITNESS HEREOF, the undersigned subscribers have executed these Articles of Incorporation the 23rd day of July, 1996.

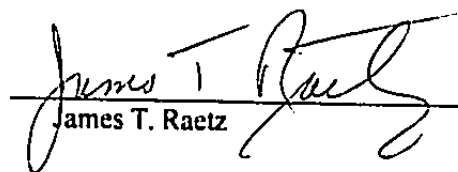
  
James T. Raetz

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 AUG -7 AM 9:40

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent above, I hereby accept to act in that capacity, and I agree to comply with the Florida Statutes thereunto pertaining.

  
James T. Raetz