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JOSEPH L. BOLES, JR.

Attorney at Law

120 Charlotte Street
St. Augustine, Florida 32084

Voice: (904) 824-4278
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August 9, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32031

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-08/13/96--01014--010
*****70.00 *****70.00

RE: Fratelli Restaurant, Inc.

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation. Additionally, please find enclosed our firm's trust account check in the amount of \$70.00 representing payment of the following:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00

Please file the enclosed Articles of Incorporation and return a copy to our office in the enclosed self-addressed stamped envelope.

Thank you for your courtesies in this matter.

Sincerely,



Kristi Robertson
Assistant to Mr. Boles

/kwr

FILED
96 AUG 12 AM 10:38
SECRET
TALLAHASSEE, FLORIDA

8-14-96
KR

ARTICLES OF INCORPORATION
OF
FRATELLI RESTAURANT, INC.

FILED
95 AUG 12 2:10:33
CLERK OF COURT
ST. AUGUSTINE, FLORIDA

THE UNDERSIGNED incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is FRATELLI RESTAURANT, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 1511 San Rafael Way, St. Augustine, Florida 32084.

ARTICLE III - CAPITAL STOCK

The initial number of shares which this corporation is authorized to have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

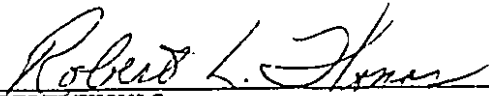
The initial registered office of this corporation shall be 120 Charlotte Street, St. Augustine, FL 32084, and the initial registered agent of the corporation at such shall be JOSEPH L. BOLES, JR., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

NAME	ADDRESS
ROBERT THOMAS	132 Surfside Avenue St. Augustine, FL 32095

The undersigned has executed these Articles of Incorporation this 2 day of August, 1996.


ROBERT THOMAS
TITLE: DIRECTOR/PRESIDENT

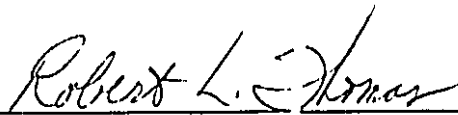
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.05-1, 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 **FRATELLI RESTAURANT, INC.**

2. The name and address of the registered agent and office is:

**JOSEPH L. BOLES, JR.
120 Charlotte Street
St. Augustine, FL 32084**

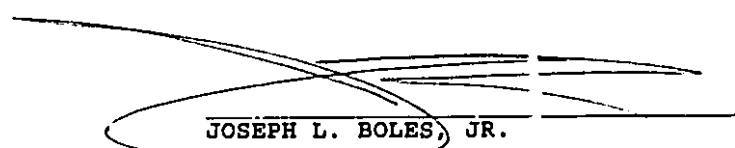

**ROBERT THOMAS
TITLE: DIRECTOR/PRESIDENT**

Date: B-2, 1996

FILED
56 AUG 12 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Fratelli Restaurant, Inc., at the place designated in the Articles of Incorporation, **JOSEPH L. BOLES, JR.** agrees to comply with the provisions of Section 48.091, relative to keeping open such office.


JOSEPH L. BOLES, JR.

Date: 8-2, 1996

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