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1201 HAYS STREET
TALLAHASSEE, FL 32304-2600
904-22-0171
904-22-0172 FAX



PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 109584 81311A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 4, 1996

ORDER TIME : 11:04 AM

ORDER NO. : 109584

CUSTOMER NO: 81311A

CUSTOMER: Ms. Ruth Stanley
LANDIS GRAHAM FRENCH HUSFELD
SHERMAN & FORD
145 E. Rich Avenue

Deland, FL 32724

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10/04/96--01076--015
***131.25 ***131.25

DOMESTIC FILING

NAME: CHRISTOS & ELENI'S ITALIAN
RESTAURANT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -4 PM 3:01

RECEIVED
96 OCT -4 AM 11:58
DIVISION OF CORPORATIONS

CS
10/4/96

ARTICLES OF INCORPORATION
OF
CHRISTOS & ELEN'S ITALIAN RESTAURANT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -4 PM 3:01

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is CHRISTOS & ELEN'S ITALIAN RESTAURANT, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized as a small business corporation for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares, all of which shall be voting common shares with a par value of \$1.00 dollar. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE V. PREEMPTIVE RIGHTS

The holders of the Corporation's issued and outstanding Common Shares shall have the right ("preemptive right") during a reasonable time and on reasonable conditions, both to be fixed by the board of directors, to purchase those Common Shares or other securities, as the case may be, in those proportions as would, if all the preemptive rights granted were exercised, preserve the relative unlimited dividend rights and voting rights of the then holders. The price or prices at which those Common Shares or other securities shall be issued to the then holders of the Corporation's issued and outstanding shares shall be no less favorable than the price or prices at which those Common Shares or other securities are proposed to be offered for sale to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

803 West New York Avenue, DeLand, Florida 32720

and the name of the initial registered agent of this corporation at this address is:

CHRISTOS CHRISTAKOPOULOS

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation is:

803 West New York Avenue, DeLand, Florida 32720

and the mailing address of this corporation is:

803 West New York Avenue, DeLand, Florida 32720

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

NAME	ADDRESS
CHRISTOS CHRISTAKOPOULOS	803 W. New York Avenue, DeLand, Florida 32720

ARTICLE IX. OFFICERS

The officers of this corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as the directors shall deem necessary. The names, titles and street addresses of the first officers of the corporation who shall hold office subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation, and the laws of the State of Florida, for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

PRESIDENT/SECRETARY/TREASURER:	CHRISTOS CHRISTAKOPOULOS
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ARTICLE X. INCORPORATORS

The name and address of the person signing these Articles is:

**CHRISTOS CHRISTAKOPOULOS
803 W. NEW YORK AVENUE
DELAND, FLORIDA 32720**

ARTICLE XI. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK

No stockholder may sell or pledge this stock to any other person, firm, or corporation who is not a stockholder in this corporation unless he first notifies the corporation in writing, by registered mail, at its address listed with the Secretary of State for service of process at least six (6) months prior to such sale or pledge, such notice offering the same stock at the same terms to the corporation or to any holder of stock in the corporation, and no such sale or pledge shall be a valid transfer upon the books of the corporation if it occurs prior to the end of the six (6) months following the notice hereby required. Provided that if the corporation and each of its stockholders has refused to purchase such stock in a writing filed with the corporation, then such sale or pledge may be made at any time. This corporation shall have and reserve the right in issuing its capital stock reserves to repurchase any share or shares from any holder of such stock whether a person, estate, trust or corporation, firms or partnership upon the approval of a resolution authorizing and directing such a purchase by the Board of Directors of this corporation, approved by a majority of the stockholders assembled in any regular or special meeting; the owner or the holder of the stock shall be paid the full value of the stock at the time of the purchase by the corporation, such purchase price to be paid from the surplus of the corporate assets over liabilities including capital. This prohibition shall not preclude a stockholder transferring all or any part of his holdings to a family member, or to a trustee of a trust, whether living or testamentary, revocable or irrevocable, or by will without complying with the provisions of this paragraph.

The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

Shares held may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

If the shareholders of this corporation elect for this corporation to be taxed as a Subchapter S corporation (as that term is defined in the Internal Revenue Code) then the following provisions shall apply.

1. No stockholder shall transfer all or any part of his shares of the corporation's stock if that transfer would cause an election made by the corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void. Without limiting the foregoing, any purported transfer will be null and void if, under the provisions of the Internal Revenue Code in effect at the time of the purported transfer,:

- (a) the transferee is a person ineligible to be a stockholder in an S corporation, or
- (b) the number of stockholders in the corporation immediately after the transfer would exceed the maximum number an S corporation is allowed to have.

This provision is subject to more specific provisions which may be set forth within the Bylaws of this corporation.

ARTICLE XIII. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIV. SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

ARTICLE XV. MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE XVI. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or management of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XVII. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in general meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII. ACTION OF DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIX. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions 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 incorporator has executed these Articles of Incorporation this 3 day of OCT, 1996.

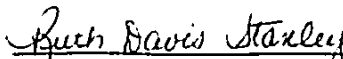

CHRISTOS CHRISTAKOPOULOS, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **CHRISTOS CHRISTAKOPOULOS**, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of Oct, 1996.




Notary Public, State of Florida
RUTH DAVIS STANLEY
Printed/Typed Name of Notary
Commission No. CC 288713
My Commission Expires: 5/23/97
Personally Known XXX AND/OR Produced Identification
Type of Identification Produced

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned incorporator of **CHRISTOS & ELENIS ITALIAN RESTAURANT, INC.**, hereby designate the following individual as registered agent for this corporation:

CHRISTOS CHRISTAKOPOULOS


CHRISTOS CHRISTAKOPOULOS, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of **CHRISTOS & ELENIS ITALIAN RESTAURANT, INC.**

DATED this 3rd day of OCT, A.D. 1996.


CHRISTOS CHRISTAKOPOULOS