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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: BELLA NOTTE II RESTAURANT, INC.

AUDIT NUMBER.....H96000015089

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
BELLA NOTTE II RESTAURANT, INC.**

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

ARTICLE I: NAME

The name of the corporation shall be:

Bella Notte II Restaurant, Inc.

ARTICLE II: PRINCIPAL OFFICE

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

1855 Griffin Road
Suite B4-90
Dania, FL 33004

ARTICLE III: SHARES

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

DANIEL SCARFONE
1855 Griffin Road
Suite B4 - 90
Dania, FL 33004

ARTICLE V: INCORPORATOR

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

Prepared by: Daniel Scarfone
1855 Griffin Rd., Ste B4-90
Dania, FL 33004
(305) 827-8400

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Jorge R. Gonzalez
5800 Miami Lakes Drive
Miami Lakes, FL 33014

ARTICLE VI: 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 name and address of the initial director is:

Daniel Scarfone
1855 Griffin Road, Suite B4-90
Dania, FL 33004

ARTICLE VII: BY-LAWS

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

ARTICLE VIII: RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to each of the following Shareholders in the amount set opposite the Shareholder name:

Daniel Scarfone	10,000
-----------------	--------

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders, if any, or to this corporation.

The price and terms of 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, if any, and this corporation.

ARTICLE IX: CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by majority of stockholders.

ARTICLE X: SHAREHOLDER QUORUM AND VOTING

Fifty-one percent of the shares entitled to vote, represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XI: 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 XII: MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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 shareholders of this corporation.

ARTICLE XIII: POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIV: DIRECTOR QUORUM AND VOTING

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the directors present shall be the act of the Board of Directors.

ARTICLE XV: MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XVI: INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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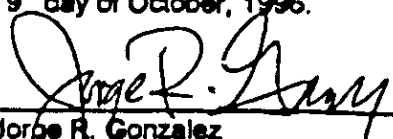
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ARTICLE XVII: AMENDMENT

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 shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 9th day of October, 1996.



Jorge R. Gonzalez

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jorge R. Gonzalez, known to and by me to be the person who executed the forgoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of October, 1996



NOTARY PUBLIC



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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: BELLA NOTTE II RESTAURANT, INC.

1855 GRIFFIN ROAD, SUITE B4-90
DANIA, FL 33004

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

Daniel Scarfone

(Name)

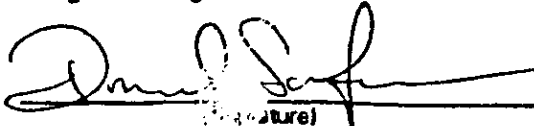
1855 Griffin Road, Suite B4-90

(P.O. Box not acceptable)

Dania, FL 33004

(City/State/Zip)

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 position as registered agent.


(Signature)

Daniel Scarfone

October 9, 1996

(Date)