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P96000092519



ACCOUNT NO. : 072100000032

REFERENCE : 149834 7118579

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 8, 1996

ORDER TIME : 3:17 PM

ORDER NO. : 149834-005

CUSTOMER NO: 7118579

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-11/12/96--01012--015
****122.50 ****122.50

CUSTOMER: Ms. Judith Pieretti
MS. JUDITH PIERETTI

1506 East Commercial Boulevard

Fort Lauderdale, FL 33334

DOMESTIC FILING

NAME: PORTOBELLO'S 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
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

11-12-96
KR

FILED

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NOV 12 1996

CERTIFICATE OF INCORPORATION

-of-

PORTOBELLO'S RESTAURANT, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

Portobello's Restaurant, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock, having a par value of ONE DOLLAR (\$1.00) PER SHARE.

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STATE

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE THOUSAND DOLLARS (\$1000.00).

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal and registered office of the corporation shall be:

1506 East Commercial Blvd

Ft. Lauderdale, FL 33334

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and addresses of the members of the first Board of Directors of this Corporation are as follows:

Judith A. Pieretti

1506 East Commerical Blvd

Ft. Lauderdale, FL 33334

Michael M. Miller

801 Arthur Godfrey Road #600
Miami Beach, FL 33140

ARTICLE IX

The names and street addresses of the persons signing these articles of Incorporation as subscriber are as follows:

Judith A. Pieretti

1506 East Commercial Blvd
Ft. Lauderdale, FL 33334

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Judith A Pieretti, being
competent to contract, has hereunto set her hand and seal this
4th day of November, 1996.

Judith Pieretti SEAL

STATE OF FLORIDA)

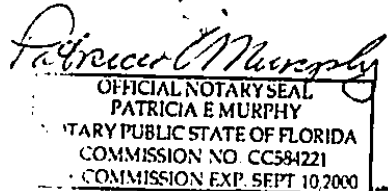
) SS

COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public of the State of
Florida, personally appeared Judith A. Pieretti, to me well known
and known to me to be the individual described in and who
executed the foregoing Articles of Incorporation, and she
acknowledged before me that she executed the same freely and
voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 4 day of November,
1996.

(NOTARY SEAL)



Notary Public, State of Florida
My Commission Expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That Portobello's Restaurant, Inc. desiring to organize under the Laws of the State of Florida with its principal and registered offices as indicated in the Articles of Incorporation, in the city of Ft. Lauderdale, County of Broward, State of Florida, has named Judith A. Pieretti as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services 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 provisions of said Act relative to keeping open said office.

By:

Resident Agent

Judith Pieretti