

P96000094942

((H96000016373 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CARPACCIO OF BROWARD, INC.

AUDIT NUMBER.....H96000016373

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

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TALLAHASSEE, FLORIDA

5285  
11/20/96  
7/16/96

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ARTICLES OF INCORPORATION

OF

CARPACCIO OF BROWARD, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

CARPACCIO OF BROWARD, INC.

The mailing address for the corporation is:

1100 Ponce de Leon Blvd., Coral Gables, FL 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

THIS INSTRUMENT PREPARED BY:  
MAYNARD J. HELLMAN, ESQUIRE  
FLORIDA BAR NO. 137411  
1100 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134  
(305) 448-8282

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ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
MAYNARD J. HELLMAN	1100 PONCE DE LEON BLVD. CORAL GABLES, FL 33134	100

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be

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one (3). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS BILLANTE	1100 PONCE DE LEON BLVD. CORAL GABLES, FLORIDA 33134
PIERO FILIP	1100 PONCE DE LEON BLVD. CORAL GABLES, FLORIDA 33134
MANUEL POUCAR	1100 PONCE DE LEON BLVD. CORAL GABLES, FLORIDA 33134

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

ARTICLE XII

INDEMNIFICATION

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

DATED this 18<sup>th</sup> day of November, 1996.

  
MAYNARD J. HELLMAN

STATE OF FLORIDA    )  
                          ) SS  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority, personally appeared MAYNARD J. HELLMAN, to me well known to be the person described in

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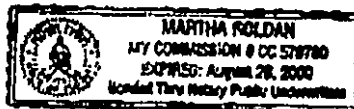
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and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 18<sup>th</sup> day of November, 1996.

*Martha Boldan*  
\_\_\_\_\_  
Notary Public, State of  
Florida at Large

My Commission Expires:



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CARPACCIO OF BROWARD, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS  
\_\_\_\_\_ MAY BE SERVED \_\_\_\_\_

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT CARPACCIO OF BROWARD, INC. IS DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF  
FLORIDA, HAS NAMED MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE DE  
LEON BOULEVARD, CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: [Signature]  
MAYNARD J. HELLMAN

Title: Subscriber

Date: 11-18-96

Having been named to accept services of process for the above  
stated corporation, at the place designated in this certificate,  
I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper  
and complete performance of my duties.

Signature: [Signature]  
MAYNARD J. HELLMAN  
(Registered Agent)

Date: 11-18-96

articles/i:\od

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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 405222 82917A

AUTHORIZATION :

COST LIMIT *Patricia P. P. 87.30*

ORDER DATE : May 27, 1997

ORDER TIME : 1:28 PM

ORDER NO. : 405222-005

CUSTOMER NO: 82917A

300002191889--0

CUSTOMER: Odalys Licea, Legal Asst  
Hellman & Maas  
1100 Ponce De Leon Boulevard

Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: CARPACCIO OF BROWARD, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C Holliday

EXAMINER'S INITIALS:

W97000012335

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*for name change C.C.*





FLORIDA DEPARTMENT OF  
Sandra B. Mortham  
Secretary of State

RECEIVED

**RESUBM**

12  
Please give original  
DIVISION OF CORPORATIONS  
submission date as filed

May 27, 1997

CSC  
TONYA  
TALLAHASSEE, FL

SUBJECT: CARPACCIO OF BROWARD, INC.  
Ref. Number: P96000094942

We have received your document for CARPACCIO OF BROWARD, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 397A00028609

MAY 12 4 11

ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
CARPACCIO OF BROWARD, INC.

FILED

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SECRETARY  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, President and Secretary of CARPACCIO OF BROWARD, INC., certifies that the following Amendments to the Articles of Incorporation of CARPACCIO OF BROWARD, INC., have been adopted and unanimously approved by the Board of Directors and Shareholders of the above-named corporation:

The amendment was adopted on May 12, 1997.

ARTICLE I

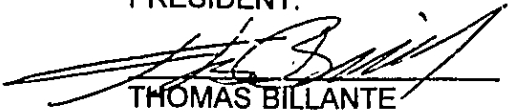
CORPORATE NAME

The name of this Corporation shall be changed to:

MEZZOGIORNO, INC.

IN WITNESS WHEREOF, the undersigned do hereunto place their hands and seals as the President and Secretary of the Corporation, this 12th day of May, 1997.

PRESIDENT:

  
THOMAS BILLANTE

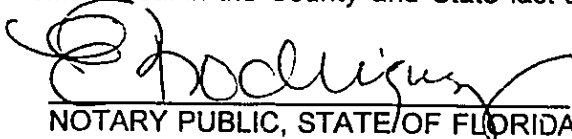
SECRETARY:

  
THOMAS BILLANTE

STATE OF FLORIDA     )  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared THOMAS BILLANTE, as President and Secretary of CARPACCIO OF BROWARD, INC., to me known to be the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the same, and who have produced a driver's license for identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of May, 1997.

  
NOTARY PUBLIC, STATE OF FLORIDA

