

P96000102700

JEFFREY C. PETERSON
ATTORNEY AT LAW

JEFFREY C. PETERSON:

PLEASE REPLY TO:

Mayport

MAYPORT
2550 MAYPORT RD., SUITE 6
ATLANTIC BEACH, FL 32233
(904) 241-2151

WESTSIDE
6011 103RD STREET, SUITE 9
JACKSONVILLE, FLORIDA 32210
(904) 771-5417

FACSIMILE
(904) 241-3996

September 30, 1996

Corporate Records Bureau,
Division of Corporations,
Department of State,
P.O. Box 6327,
Tallahassee, Fl., 32314

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-12/17/96--01158--005
****122.50 ****122.50

re: Matt's Italian Cuisine, Inc.

Dear Sirs,

Enclosed please find an original and duplicate copy of
the Articles of Incorporation for the above proposed company.

Please endorse your approval of the Articles in the usual
way. My check for the costs of \$122.50 is enclosed.

Yours sincerely,

Jeffrey C. Peterson

789,634,706,671
9/96-26642

JCP.jp
encs.

FILED
96 DEC 20 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 DEC 20 PM 3:09

ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

MATT'S ITALIAN CUISINE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is MATT'S ITALIAN CUISINE, INC.
2771-8 Monument Road, Jacksonville, FL 32225.

ARTICLE TWO

Duration

The term of existence of the corporation is perpetual.

ARTICLE THREE

Purpose

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with a par value of \$1.00. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; and any and all such shares so issued, the full consideration for which has been paid or delivered shall be deemed fully paid stock and not liable to any further call or assessments thereof, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE FIVE

The amount of capital with which this corporation may commence business is \$500.00.

ARTICLE SIX

The mailing address of the initial registered office of the

corporation is 2771-8 MONUMENT ROAD, JACKSONVILLE, FLORIDA, 32225
The name of the initial registered agent at such address is OZLEM GULACAR
I am hereby familiar with and accept the duties and responsibilities
as registered agent for said corporation: Ozlem Gulacar

ARTICLE SEVEN

Directors

The number of Directors of this Corporation shall not be less than one (1), nor more than three (3), but the number of such directors shall be subject to change as the By-Laws of this Corporation may, from time to time, provide.

The name and street address of the initial director of this Corporation who shall hold office for the first year or until successors are elected and have qualified shall be:

<u>Name</u>	<u>Address</u>
MEHMET GULACAR	4763 Tocobaga Lane, Jacksonville, Florida, 32225

ARTICLE EIGHT

Incorporator

The name and address of the incorporator is JEFFREY C. PETERSON, 2550 Mayport Road, Atlantic Beach, Florida, 32233.

ARTICLE NINE

Commencement of Existence

The corporation shall be deemed to commence its existence upon the filing of the articles of incorporation.

ARTICLE TEN

Amendment

This certificate of incorporation may be amended as provided by Statute by the Stockholders of this Corporation.

ARTICLE ELEVEN

Informal Shareholder Actions

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporation records.

ARTICLE TWELVE
Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in proportion to the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. The right shall be deemed waived by any shareholder who does not exercise it and pays for the share pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating prices, terms and conditions of the issued shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and and acknowledge the foregoing Certificate of Incorporation, this 11 day of December, 1996.

Mehmet Gulacar
President/Director

Jeffrey Pelt
Incorporator

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96 DEC 20 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

On this 11 day of December, 1996, before me the undersigned officer, personally appeared MEHMET GULACAR known to me to be the person who name is subscribed to the within instrument, and who produced identification of is personally known and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Jacqueline Parker
MY COMMISSION # CCS23929 EXPIRES
January 12, 2000
BONDED THRU TROY FARM INSURANCE, INC.

Jacqueline Parker
Notary Public: State of Florida