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FILED
97 JAN 10 PM 2:34
TALLAHASSEE, FLORIDA

ADMITTED TO PRACTICE IN FLORIDA, VIRGINIA, WASHINGTON, D.C.

January 7, 1997

Florida Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-01/10/97--01083--010
****122.50 ****122.50

Re: Ristorante La Terrazza, Inc.

Dear Sir or Madam:

I have enclosed for your review and filing the original and two copies of the Articles of Incorporation for **Ristorante La Terrazza, Inc.** and a check in the amount of \$122.50 payable to the Florida Department of State for the following:

Filing Fee, for articles of Incorporation, F.S. 607.0122(1)	\$35.00
Filing Fee, for Resident Agent F.S. 607.0122(7)	35.00
Certified Copy, F.S. 607.0122(23)	<u>52.50</u>
TOTAL	\$122.50

Please return a certified copy of the Certificate of Incorporation to me in the enclosed self-addressed, stamped envelope.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

JAMES A. GRANOSKI, P.A.


James A. Granoski

Enclosures

(C:\CORP\ZDRAVKOVICH\DEPT STATE LETTER)

F. CHAMBERLAIN

JAN 16 1997

ARTICLES OF INCORPORATION
OF
Ristorante La Terrazza, Inc.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Ristorante La Terrazza Inc., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL OFFICE

Ristorante La Terrazza Inc.
5157 Ocean Boulevard
Sarasota, FL 34242

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

- (a) To engage in every aspect and phase of the restaurant and food service businesses.
- (b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10 shares of common stock having a par value of \$.10 (ten cents) per share. The consideration to be paid for each share shall be fixed by the

board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2477 Stickney Point Road, Suite 207B, Sarasota, FL, 34231, and the name of the corporation's initial registered agent at that address is James A. Granoski.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Dimitrije Zdravkovich	3955 Berlin Drive Sarasota, FL 34233
Patricia Zdravkovich	3955 Berlin Drive Sarasota, FL 34233

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Dimitrije Zdravkovich	3955 Berlin Drive Sarasota, FL 34233

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons

designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as president, director and incorporator, has executed these Articles of Incorporation

this 30th day of December, 1996.


Dimitrije Zdravkovich

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted:

That Ristorante La Terrazza, Inc., desiring to organize
under the laws of the State of Florida, with its initial
registered office, as indicated in the Articles of Incorporation,
at 2477 Stickney Point Road, Suite 207B, Sarasota, FL, 34231, has
named James A. Granoski, located at that address, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
corporation named above, at the place designated in this certifi-
cate, I agree to act in that capacity and to comply with the
provisions of the Florida General Corporation Act relative to
keeping open the registered office.


James A. Granoski

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TALLAHASSEE, FL 32301-1000