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**TRANSMITTAL LETTER**

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

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-01713737-01055-0000  
\*\*\*122.50 \*\*\*122.50

SUBJECT: DONNA DONNI RESTAURANT INC.  
(Proposed corporate name)

EFFECTIVE DATE  
1-10-97

Enclosed please find an original and one (1) copy of the  
Articles of Incorporation for the above corporation and  
check in the amount of \$122.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.  
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142  
ORLANDO, FLORIDA 32809  
(407) 856-1906

FILED  
97 JAN 13 AM 10:20  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

R. GIBSON JAN 17 1997

Note: Additional copy of Articles is needed only when  
certified copy is requested.

**ARTICLES OF INCORPORATION  
OF  
DONNA DONNI RESTAURANT INC.**

EFFECTIVE DATE  
1-10-97

**ARTICLE I - NAME**

The name of this Corporation is DONNA DONNI RESTAURANT INC.  
initial address: 7500 Republic Drive, Orlando, Florida 32819.

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TALLAHASSEE, FLORIDA

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing  
on January 10, 1997.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 500 shares  
of Four (\$4.00) Dollar par value common stock, which shall be  
designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and  
office of this Corporation is Jose R. Demoraes,  
1083 S. Hiawassee Rd # 621, Orlando, Florida 32835.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have Two (2) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Jose R. Demoraes	1083 S. Hiawassee Rd. # 621 Orlando, Florida 32835
Jeremias Antonio Berigo	1049 S. Hiawassee Rd. Apt. 3421 Orlando, Florida 32835

**ARTICLE VII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

**ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

**ARTICLE IX - 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is

Jose R. Demoraes, 1083 S. Hiawassee Rd. #621, Orlando, Florida 32835.

**ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of January, 1997.

  
\_\_\_\_\_  
Jose R. Demoraes, President

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 10th DAY OF January, 1997.

By   
\_\_\_\_\_  
Jose R. Demoraes, Registered Agent

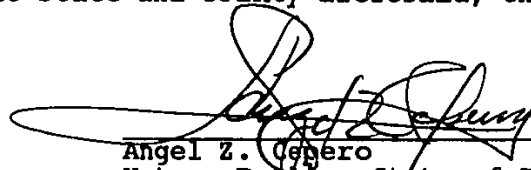
STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Jose R. Demoraes, known to me and known by me to be the person who, as Incorporator of DONNA DONNI RESTAURANT INC., and he acknowledged before me that he executed those Articles of Incorporation.

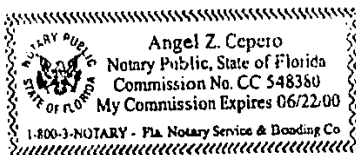
Before me, a Notary Public authorized in the State and County set forth above, personally appeared Jose R. Demoraes, known to me and known by me to be the person who, as Registered Agent of DONNA DONNI RESTAURANT INC., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th, day of January, 1997.



Angel Z. Cepero  
Notary Public, State of Florida  
at Large

My Commission Expires:



NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

97 JAN 13 AM 10:20

FILED