



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 237441 8649A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 27, 1997

ORDER TIME : 11:38 AM

ORDER NO. : 237441-005

CUSTOMER NO: 8649A

CUSTOMER: Steven Labret, Esq
STEVEN LABRET, ESQ

226 Hillcrest Street

Orlando, FL 32801

DOMESTIC FILING

NAME: PORTOFINO PIZZA, 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: W. Charles Earnest

EXAMINER'S INITIALS:

400002069174--3
-01/27/97--01025--006
****122.50 ****122.50

FILED
97 JAN 27 AM 10:58
SECRET
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 27 PM 1:23
DIVISION OF CORPORATION

VR
1-28-97

Law Offices of
Steven Michael LaBret, P. A.

LL.M. IN TAXATION
ALSO ADMITTED IN LOUISIANA
AND MICHIGAN BARS

226 HILLCREST STREET
ORLANDO, FLORIDA 32801-1243
(407) 422-5819

FAX NO.
(407) 423-7718

January 24, 1997

Ms. Jo Maynard, Supervisor
Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

PERSONAL & CONFIDENTIAL

Re: Portofino Pizza, Inc.
Our Client: Bedri Husenaj
Our File No.: 180-H-0018

Dear Ms. Maynard:

Enclosed please find the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50 to cover the cost of filing, applied as follows:

Filing Fee	20.00
Certified Copy of Articles	52.50
Registered Agent Filing Fee	<u>20.00</u>
Total	\$122.50

If you have any questions, please feel free to call me at your convenience.

Sincerely yours,


STEVEN MICHAEL LABRET

SML/ao
Encls.

ARTICLES OF INCORPORATION
OF
PORTOFINO PIZZA, INC.

97 JAN 27 AM 10: 58
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SECRET
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s), desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

Article I - Name

The name of this corporation is PORTOFINO PIZZA, INC.

Article II - Duration

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

Article III - General Purpose

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue One Hundred Thousand (100,000) shares of capital stock, which shall be designated Common Shares with a par value of one cent (\$.01).

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock in 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 VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 226 Hillcrest Street, Orlando, Florida 32801; and the name of the initial registered agent of this corporation at that address is STEVEN MICHAEL LABRET.

Article VII - Initial Board of Directors

A. This corporation shall have two (2) director(s) initially.

B. The name and address of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

<u>Name</u>	<u>Address</u>
Luigi Strazzulli	6389 Conroy Road, Apt. 1706 Orlando, Florida 32835
Bedri Husenaj	9096 Brookline Court Orlando, Florida 32819

Articles VIII - Incorporator

The name and address of the Incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Steven M. LaBret	226 Hillcrest Street Orlando, Florida 32801

Articles IX - By-Laws

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

Article X - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida General Corporate Act.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

Article XII - Corporate Office

That principal office of the business is at 851 W. State Road 436, Suite 1037, Altamonte Springs, Florida 32714.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 24 day of January, 1997.


STEVEN MICHAEL LABRET

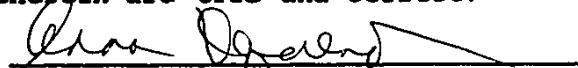
STATE OF FLORIDA
COUNTY OF ORANGE

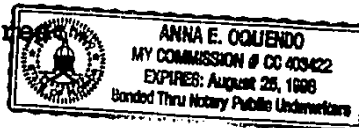
The foregoing instrument was acknowledged before me this 24 day of January, 1997, by Steven Michael LaBret, who:

☒ is (or are) personally known to me, or

☐ has produced _____ as identification and who did (did not) take an oath.

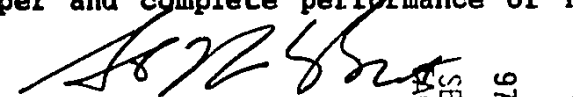
And he acknowledged before me that he read and executed the same and that the facts contained therein are true and correct.


NOTARY PUBLIC
My Commission Expires



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


STEVEN MICHAEL LABRET
Registered Agent

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97 JAN 27 AM 10:58
TALLAHASSEE, FLORIDA