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Profit

1.) Italian Giardino, Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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B. REGISTER FEB 28 1997

ARTICLES OF INCORPORATION

OF

ITALIAN GIARDINO, INC.

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida and states as follows:

ARTICLE I
NAME

The name of the corporation is:

ITALIAN GIARDINO, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation is:

6390 Indiantown Road
Jupiter, Fla 33458

ARTICLE III
DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

ARTICLE IV
PURPOSE

This corporation is organized for the purposes of purchasing, cooking, developing, making and selling of food products; wholesale, retail, in stores and restaurants; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of

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the objects or the furtherance of such proposes or objects of the Corporation; and to exercise those powers, rights, and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and for the purposes of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1,000 shares of a common class stock with \$.10 par value per share.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

6390 Indiantown Road
Jupiter, Fla 33458

The name of the initial registered agent of this corporation at that address is:

Paolo De Rosa

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. However, the number of directors may be either increased or diminished from time to time in accordance with this Corporation's By-Laws, but there shall never be less than one director. The name and address of the initial directors are:

Paolo De Rosa
Vito De Rosa

ARTICLE VIII
INCORPORATOR

The name and mailing address of the undersigned incorporator signing these Articles of Incorporation are:

Paolo De Rosa
6390 Indiantown Road
Jupiter, Fla 33458

Vito De Rosa
6390 Indiantown Road
Jupiter, Fla 33458


ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 24th day of February, 1997.



Paolo De Rosa




Vito De Rosa

CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Italian Giardino, Inc., at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 6907.0505 if the Florida Statutes.

DATED: February 24, 1997.


Paolo De Rosa
Registered Agent
6390 Indiantown Road
Jupiter, Fla 33458

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