

LAW OFFICES OF
TERRENCE F. DYTRYCH, P.A.
BOARD CERTIFIED CIVIL TRIAL LAWYER

2023 NORTH FLAGLER DRIVE
WEST PALM BEACH, FL 33407

TELEPHONE (407) 655-7808
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P97000019661

February 8, 1997

Divisions of Corporations
Bureau of Corporate Records
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-02/26/97--01057--016
****131.25 ****131.25

Re: GIACOMO'S TOMATO & BASIL ITALIAN RESTAURANT & CAFE' INC.

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Designation and Acceptance of Registered Agent for a Florida Corporation concerning Giacomo's Tomato & Basil Italian Restaurant & Cafe' Inc. I am also enclosing a copy of the November 7, 1996, letter number 596A00051231 acknowledging reservation of the above corporate name, indicating the reservation number as R96000005327.

Please forward a certified copy of the Articles of Incorporation to this office.

Also enclosed is our check for \$131.25, representing the fee for filing fee, registered agent designation, certified copy of Articles and certificate of status.

In thanking you for your cooperation, I am,

Very truly yours,

Terrence F. Dytrych
TERRENCE F. DYTRYCH

TFD/sw

3/4

FILED
97 FEB 26 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
GIACOMO'S TOMATO & BASIL
ITALIAN RESTAURANT & CAFE' INC.

FILED
97 FEB 26 AH 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is GIACOMO'S TOMATO & BASIL ITALIAN RESTAURANT & CAFE' INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are: 157 U.S. Highway One, Tequesta, FL 33469.

ARTICLE III
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent are:

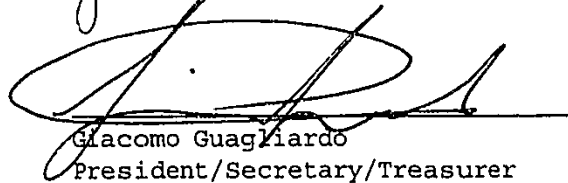
TERRENCE F. DYTRYCH, ESQ.
TERRENCE F. DYTRYCH, P.A.
2023 North Flagler Drive
West Palm Beach, FL 33407

ARTICLE V
INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is:

Giacomo Guagliardo, Incorporator
11105 - 157th Street North
Jupiter, Florida 33478

The undersigned Incorporator has executed these Articles of Incorporation this 24th day of February, 1997.


Giacomo Guagliardo
President/Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared GIACOMO GUAGLIARDO, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of February, 1997.

(SEAL)


NOTARY PUBLIC



M. Susan Weenovage
My Commission CC814048
Expires January 15, 2001

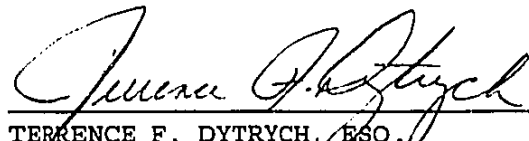
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
FOR A FLORIDA CORPORATION

Pursuant to the provisions of F.S. §607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is GIACOMO'S TOMATO & BASIL ITALIAN RESTAURANT & CAFE' INC.
2. The name of the registered agent is Terrence F. Dytrych, Esq.
3. The address of the registered agent is 2023 North Flagler Drive, West Palm Beach, FL 33407.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


TERRENCE F. DYTRYCH, ESQ.

Dated: 2/24/97

(5/15/96)

FILED
97 FEB 26 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA