

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

PH _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: The Italian Kitchen
Inc

_____ FEE. _____ DISBURSED

Capital Express _____
Art. of Amend. _____
Corp. Record Search _____
Ind. Partner File _____
Foreign Corp. File _____
() Cert. Copy(e) _____
Photo _____

Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S - _____
Fictitious Name File _____

Name Reservation _____
Annual Report/Reinstatement _____
Reg. Agent Service _____
Document Filing _____

Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____

UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, _____ Copies

Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs.

SUBTOTALS _____

FEE..... \$ _____

DISBURSED..... \$ _____

SURCHARGE..... \$ _____

TAX on corporate supplies..... \$ _____

SUBTOTAL..... \$ _____

PREPAID..... \$ _____

BALANCE DUE..... \$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

WALK-IN
Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 11, 1997

CAPITAL CONNECTION INC.

MIAMI, FL

SUBJECT: THE ITALIAN KITCHEN INC.
Ref. Number: W97000008463

Corrected

We have received your document for THE ITALIAN KITCHEN INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 497A000018336

RECEIVED
97 APR 14 PM 2:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

The Italian Kitchen of Vero, Inc.

THE UNDERSIGNED, acting as the incorporate of a corporation under the Florida Business corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this Corporation is:

The Italian Kitchen of Vero, Inc.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The address of the corporation's principal office (or mailing address) is:
2121 14th Ave., Vero Beach, Florida 32961.

**ARTICLE III
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law.

**ARTICLE IV
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V
STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 100 shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess if any, of consideration received for such shares shall constitute capital surplus.

FILED
97 APR 14 PM 3:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII QUORUM FOR STOCKHOLDERS MEETINGS

The street address of the Corporation's initial registered office in Florida is 2121 14th Ave., Vero Beach, Florida 32961 the name of its initial registered agent at that address is Charles G. Roberts.

ARTICLE IX BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

ARTICLE XI INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Name	Street Address
Charles G. Roberts	2121 14th Ave. Vero Beach, FL 32961

ARTICLE XII COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interest Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XIII BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of Shareholders at any meeting thereof.

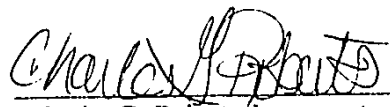
**ARTICLE XIV
EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

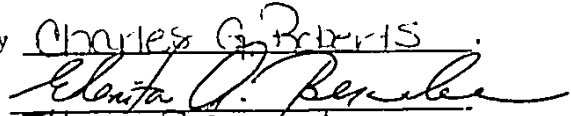
**ARTICLE XV
SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

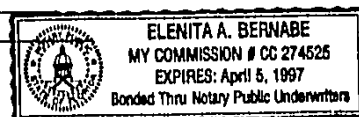
1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.


Charles G. Roberts, Incorporator

Sworn to me this 4 day of April, 1997 by Charles G. Roberts


Elenita A. Bernabe

Personally Known ☒ OR Produced Identification
Type of Identification Produced _____



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

The Italian Kitchen of Vero, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Indian River, at 2121 14th Ave., Vero Beach, Florida 32961 has named Charles G. Roberts, located at the same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

By: Charles G. Roberts
Charles G. Roberts

FILED
97 APR 14 PM 3:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA