

JOHN D. CASSELS, JR.
LAURA ANN McCALL

LAW OFFICE OF
CASSELS & McCALL

POST OFFICE BOX 968 • 400 NW 2ND STREET • OKEECHOBEE, FLORIDA 34973 • TELEPHONE 941-763-3131 • FACSIMILE 941-763-1031

P970000063218
July 6, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: JIOIO'S ITALIAN CORNER, INC.
Our File No:97-6872

Dear Sir/Madam:

You will find enclosed herewith an *original* executed Articles of Incorporation for JIOIO'S ITALIAN CORNER, INC., along with a copy of same. Also enclosed is our firms's check in the amount of \$122.50 to cover the following:

| | |
|---|---------|
| Filing Fee of Articles | \$35.00 |
| Certified Copy of Articles | \$52.50 |
| Certificate Designating Resident Agent | \$35.00 |

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****122.50 ****122.50

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,


JOHN D. CASSELS, JR.

JDC/lfk
Enclosures: As stated.

cc: Joseph F. Jioio

FILED
97 JUL 21 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QW 7-22-97

**ARTICLES OF INCORPORATION
OF
JIOIO'S ITALIAN CORNER, INC.**

FILED
97 JUL 21 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is: JIOIO'S ITALIAN CORNER, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.
2. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons.

ARTICLE V

The address of the initial registered office of the Corporation is: 1813 N.E. 50th Court, Okeechobee, Florida 34972. The mailing address of the Corporation is: 132 Mt. Odin Drive, R.R.#11, Greensburg, Pennsylvania.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation are two. The name and address of the persons who are to serve as the member of the initial Board of Directors are:

JOSEPH F. JIOIO

132 Mt. Odin Drive, R.R.#11
Greensburg, PA 15601

SHIRLEY A. JIOIO

132 Mt. Odin Drive, R.R.#11
Greensburg, PA 15601

SANDRA JIOIO

132 Mt. Odin Drive, R.R.#11
Greensburg, PA 15601

ARTICLE VII

Directors - Removal by Stockholders. The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.

ARTICLE VIII

Directors - Indemnification. The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX

Stockholders - Meetings. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote all of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business.

The affirmative vote of all of the outstanding shares of the Corporation shall be considered the act of the stockholders.

ARTICLE X

Directors - Meetings. A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI

The name and address of the incorporator is: JOSEPH F. JIOIO, 132 Mt. Odin Drive, R.R.#11, Greensburg, Pennsylvania 15601.

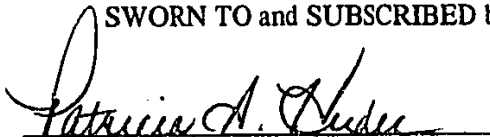
Executed by the undersigned at Greensburg, Pennsylvania on this 26th day of June, 1997.


JOSEPH F. JIOIO

STATE OF PENNSYLVANIA
COUNTY OF WESTMORELAND

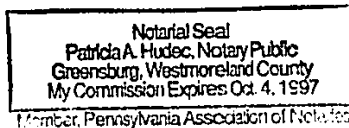
The foregoing instrument was acknowledged before me this 26th day of June, 1997, by
JOSEPH F. JOIO, (X) who is personally known to me, or () who has produced
_____ as identification.

SWORN TO and SUBSCRIBED before me this 26th day of June, 1997.



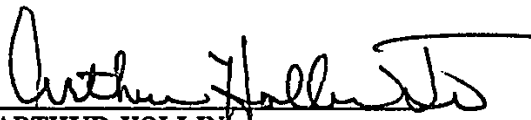
Signature of NOTARY PUBLIC
Patricia A. Hudac

Printed Name of NOTARY PUBLIC
My commission expires:



CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE

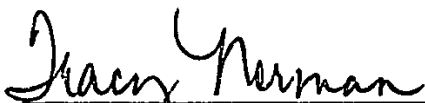
I, ARTHUR HOLLIN, hereby agree to be the resident agent for JIOIO'S ITALIAN CORNER, INC., and further hereby agree to accept any and all correspondence directed to said corporation and addressed to the registered office at 1813 N.E. 50th Court , Okeechobee, Florida 34972.


ARTHUR HOLLIN

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 26th day of June, 1997, by ARTHUR HOLLIN, () who is personally known to me or X who has produced Fla. d.c. _____ as identification.

SWORN TO and SUBSCRIBED before me this 26th day of June, 1997.


Signature of NOTARY PUBLIC
Tracy Norman
Printed name of NOTARY PUBLIC
My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA
TRACY NORMAN
COMMISSION # CC291280
EXPIRES 7/13/97

NOTARY PUBLIC - STATE OF FLORIDA
TRACY NORMAN
COMMISSION # CC291280
EXPIRES 7/13/97

FILED
97 JUL 21 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA