

AUG 07 '97 02:44PM RUIZ&COMPANY P.1/1  
IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT  
CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

8/07/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:24

997000068665  
TO: DIVISION OF CORPORATIONS FAX: (850) 922-4001

FROM: RUIZ & CO., INC.  
CONTACT: OSCAR W RUIZ  
PHONE: (305)828-1277

ACCT# 110116001462

FAX #: (305)828-6855

NAME: PALERMOS PIZZA CAFE, INC.  
AUDIT NUMBER.....H97000012987  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 3  
CERT. COPIES.....0 DEL.METHOD.. FAX  
EST.CHARGE.. \$78.75

FILED  
9 AUG -7 AM 7:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

8/07/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC PROCESSING MENU

3:24

1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION
5. RESTORE ORIGINAL DEFAULTS
6. COR ELECTRONIC FILING INQUIRY MENU
7. UCC ELECTRONIC FILING MENU
8. PARTNERSHIP ELECTRONIC FILING MENU
9. RETURN TO MAIN MENU

--KEY--  
PASSWORD/NEWPASSWORD  
DOCUMENT TYPE  
CORPORATE DOCUMENT NUMBER  
\*\*\* NO KEY  
\*\*\* NO KEY  
\*\*\* NO KEY  
\*\*\* NO KEY  
\*\*\* NO KEY  
\*\*\* NO KEY

--- CURRENT DEFAULTS ---

ACCOUNT NAME: 110116001462  
SUB ACCOUNT:  
METHOD OF DELIVERY: F  
MAIL NAME: RUIZ & CO., INC.  
MAIL ADDR1: 1665 WEST 68TH STREET  
MAIL ADDR2: SUITE 206  
CITY: HIALEAH  
ENTER SELECTION NUMBER, 1 THRU 9, A BLANK AND THE KEY (IF REQUIRED).

AVAILABLE BALANCE: 82.  
FAX NUMBER: (305)828-6855

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97 AUG -7 AM 7:18  
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TALLAHASSEE FLORIDA

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FLORIDA  
DIVISION OF CORPORATIONS  
PUBLIC ACCESS

3:24

YOU MAY NOW ENTER ONE OF THE FOLLOWING DESIGNATORS TO BEGIN PROCESSING

MENU SELECTION  
-----  
CORPORATIONS

DESIGNATOR  
-----  
COR

MENU SELECTION  
-----  
ELECTRONIC FILINGS RPT.

B. REGISTER AUG 8 1997

Aud# H97000012987-8

**ARTICLES OF INCORPORATION  
OF  
PALERMOS PIZZA CAFE, INC.**

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: **PALERMOS PIZZA CAFE, INC.**  
The principal place of business of this corporation shall be: 13726 Biscayne Blvd.  
North Miami, Florida 33181

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TALLAHASSEE, FLORIDA

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: (1000) **ONE THOUSAND @ \$.10 par value per share.**

In the event that any shareholder desires to sell any part of their holdings to an individual not a signatory to this instrument, shall obtain such bona fide offers as they may desire, and report the offers in writing to the secretary, shall mark the offer which they desire to accept. The secretary shall then notify all of the signatories of the proposed offer, and any signatory shall be entitled to a right of first refusal to purchase the shares on the same terms as the accepted offer within 60 Days.

**ARTICLE IV TERM OF EXISTENCE**

This Corporation is to exist perpetually.

This Document Prepared By: Ruiz & Co., PA Page 1  
1665 West 68 Street, Ste#206  
Hialeah, Fl. 33014  
(305) 828-1277

Aud# H97000012987-8

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**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

**FABIO CARLOS NOGUERA**  
7825 Camino Real, #J105  
Miami, Florida 33143

**ARTICLE VI AMENDMENT**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the shareholders herein are subject to this reservation.

**ARTICLE VIII INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are):

**Fabio Carlos Noguera**  
7825 Camino Real, #J105  
Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 07th, day of August, 1997.

Signature(s) of Incorporator(s)

Fabio Carlos Noguera

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, 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: **PALERMOS PIZZA CAFE, INC.**
- 2. The name and address of the registered agent and office is: **Fabio Carlos Noguera  
13726 Biscayne Blvd.  
North Miami, Florida 33181**

SIGNATURE F. Carlos Noguera

TITLE : PRESIDENT

DATE: August 7th, 1997

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 607.325, FLORIDA STATUTES.

SIGNATURE: F. Carlos Noguera

DATE: August 7th, 1997

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA