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September 4, 1997

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -8 PM 1:25

Re: Basta's Fine Italian Cuisine, Inc.

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Greetings:

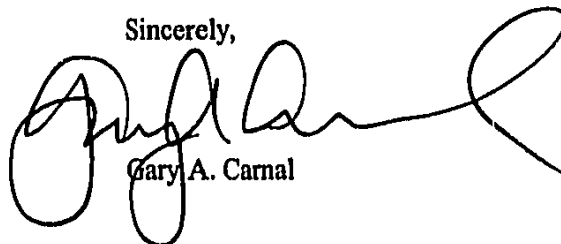
Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check in the amount of \$ 122.50 covering the fees and charges for the items listed below, as indicated:

- a. Articles Of Incorporation filing fee, \$35.00.
- b. Certified copy of Articles Of Incorporation, \$52.50.
- c. Registered Agent Designation Filing Fee, \$35.00.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,



Gary A. Carnal

GAC/rsk
Enclosures

ga 9/10/97

**ARTICLES OF INCORPORATION
OF
BASTA'S FINE ITALIAN CUISINE, INC.**

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ARTICLE I. NAME

The name of this corporation shall be Basta's Fine Italian Cuisine, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of restaurant operation and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this

corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be three. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Frank A. Basta
3462 Coquina Key Drive
St. Petersburg, Florida 33705

Mario E. Basta
3462 Coquina Key Drive
St. Petersburg, Florida 33705

Maryellen Basta
3462 Coquina Key Drive
St. Petersburg, Florida 33705

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1625 4th Street South, St. Petersburg, Florida 33701

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Frank A. Basta

ARTICLE X. INCORPORATOR

The names and addresses of the individuals who shall serve as this corporation's incorporators are:

Frank A. Basta
3462 Coquina Key Drive
St. Petersburg, Florida 33705

Mario E. Basta
3462 Coquina Key Drive
St. Petersburg, Florida 33705

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Frank A. Basta- Incorporator



Mario E. Basta - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Basta's Fine Italian Cuisine, Inc.. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Basta's Fine Italian Cuisine, Inc.

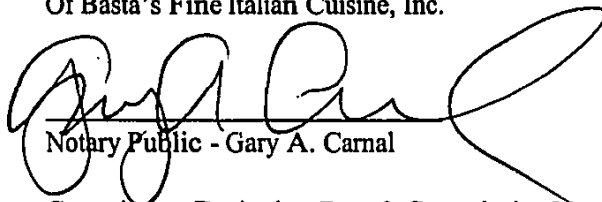


Frank A. Basta - Registered Agent

State Of Florida
County Of Pinellas

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On September 3, 1997, Frank A. Basta, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Basta's Fine Italian Cuisine, Inc.


Notary Public - Gary A. Carnal

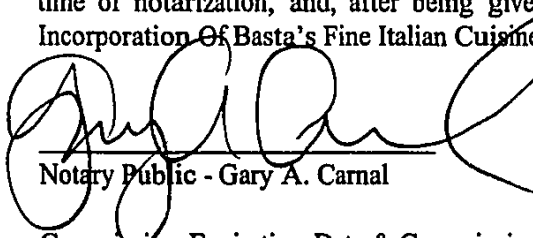


Commission Expiration Date & Commission Number:

(SEAL)

State Of Florida
County Of Pinellas

On September 3 1997, Mario E. Basta, an incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Basta's Fine Italian Cuisine, Inc.


Notary Public - Gary A. Carnal



Commission Expiration Date & Commission Number:

(SEAL)