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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOE ~~XXXXXXXXXX~~ *Greg Kroda*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: LA MATTIA CENA TUSCANY GRILL, INC.

AUDIT NUMBER.....H97000015213

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1997

CORPORATE CREATIONS INTERNATIONAL, INC.

SUBJECT: LA MATTA CENA TUSCANY GRILL, INC.
REF: W97000021424

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
La Matta Cena Tuscany Grill, Inc.

Article II. Address

The mailing address of the Corporation is:
La Matta Cena Tuscany Grill, Inc..
9 Ridge Boulevard
Ocean Ridge FL 33435

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Thomas F. Ranese
9 Ridge Boulevard
Ocean Ridge FL 33435

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Thomas F. Ranese

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 15, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 17, 1997.


CORPORATE CREATIONS INTERNATIONAL INC.

Greg K. Kuroda Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0886

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MIAMI OFFICE

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

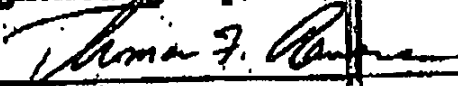
CORPORATION:

La Matta Cena Tuscany Grill, Inc.

REGISTERED AGENT/OFFICE:

Thomas F. Ranese
9 Ridge Boulevard
Ocean Ridge FL 33435

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


THOMAS F. RANESB

Date: September 15, 1997

Corporate Creations International, Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-8829
(305) 672-0666

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