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PARALEGAL
LaVonne T. V. Hammon

October 23, 1997

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee FL 32301

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-10/24/97--01078--011
③ ****122.50 ****122.50

RE: PICOLLA VENEZZIA, INC.

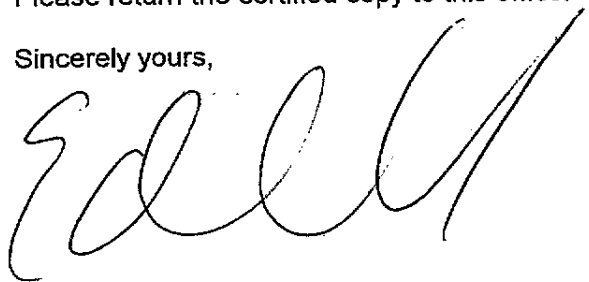
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent Designation	35.00
TOTAL:	<u>\$122.50</u>

Please return the certified copy to this office. Thank you for your attention as to this matter.

Sincerely yours,



Edward A. Kerben

EAK/lh

Enclosures

FILED
97 OCT 24 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM-10/28/97
W97-24420

**ARTICLES OF INCORPORATION
OF**

PICOLLA VENEZZIA, INC.

FILED
97 OCT 24 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation shall be **PICOLLA VENEZZIA, INC.**

ARTICLE II -- NATURE OF BUSINESS

1. The general nature of the business of the corporation shall be operating a restaurant and any other lawful business.
2. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III -- PRINCIPAL OFFICE AND MAILING ADDRESS

1. The principal place of business shall be **2642 SOUTH MAGUIRE ROAD, OCOEE, FL 34761.**
2. The *mailing address* of this corporation shall be **2642 SOUTH MAGUIRE ROAD, OCOEE, FL 34761.**

ARTICLE IV -- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 with a par value of \$1.00.

ARTICLE V -- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **BEVERLY K. GRETO, 2642 SOUTH MAGUIRE ROAD, OCOEE, FL 34761.**

ARTICLE VI -- DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director. The name and address of the director is:

**BEVERLY K. GRETO
2642 S. MAGUIRE ROAD
OCOEE, FL 34761**

FILED

ARTICLE VII -- INCORPORATORS

97 OCT 24 AM 7:36

The name and address of the incorporator is:

BEVERLY K. GRETO
2642 S. MAGUIRE ROAD
OCOE, FL 34761

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII -- SHAREHOLDERS

The shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporate convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.

The undersigned have executed these Articles of Incorporation this 22 day of OCTOBER, 1997.


BEVERLY K. GRETO

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

Pursuant to the provisions of Section 607.0501, 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 **PICOLLA VENEZZIA, INC.**
2. The name and address of the registered agent and office is:

BEVERLY K. GRETO
2642 S. MAGUIRE ROAD
OCOE, FL 34761

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: OCTOBER 22, 1997

By: 
BEVERLY K. GRETO
Registered Agent