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A.A.A. ACCOUNTING GROUP, INC.

275 NW Fontainebleau Blvd # 130

Miami, Florida, 33172 .

Ph 305 225 8066 = fx 305 53 2900

November 14 1997.

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-11/20/97--01080--003

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State

Division of Corporations

George Firestone Blvd # 409

East Gaines Street

Tallahassee, Florida, 32399.

Subject: Pizzeria, Heladeria Napoli, Inc.  
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of  
incorporation and a check No. 649 in the amount of \$ 78.75  
Covering filing fee and certificate.

From: Vinicio E. Avegnano *pro. a R*  
275 NW Fontainebleau Blvd # 130  
Miami, Florida, 33172.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RP  
11-21-97

**ARTICLES OF INCORPORATION**  
**OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**PIZZERIA HELADERIA NAPOLI, INC.**

The undersigned subscribers of those articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME:**

The name of the corporation is:

**PIZZERIA HELADERIA NAPOLI, INC.**

**ARTICLE II; DURATION**

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

**ARTICLE III; PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and or the State of Florida.

**ARTICLE IV. CAPITAL STOCK.**

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) per value common stock, which shall be designated "Common Shares"

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.**

The name and address of the initial registered agent and office is as follows

VINICIO AVEGNANO  
275 N W FONTAINEBLEAU BLVD # 130  
MIAMI, FLORIDA, 33172

**ARTICLE VI. CORPORATION PRINCIPAL OFFICE.**

The address of the Corporation principal office is:

**275 N W FONTAINEBLEAU BLVD # 130  
MIAMI, FLORIDA, 33172**

The Corporation shall have ONE Director (s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law but shall be never be less than one.

The name and address of the initial board of directors of this corporation are:

**VINICIO AVEGNANO  
275 NW FONTAINEBLEAU BLVD # 130  
MIAMI, FLORIDA, 33172**



**ARTICLE VIII. INCORPORATION.**

The name and address of the Incorporator signing these articles of incorporation are:

**VINICIO AVEGNANO  
275 NW FONTAINEBLEAU BLVD # 130  
MIAMI, FLORIDA, 33172**

Signature of Incorporator



## ARTICLE IX. AMENDMENT OF ARTICLES.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred on the shareholders subject to this reservation.

## ARTICLE X. PRE EMPTIVE RIGHTS.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued. (Where or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## ARTICLE XI. REMOVAL OF DIRECTORS.

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

ARTICLE XII. Indemnification.

The corporation may be empowered to indemnify any office or director in the manner set out and provided pursuant to the provisions of Section 607-014 of the Florida Statutes, as amended.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATION  
EXECUTED THESE ARTICLES OF INCORPORATION AT SIXTEEN (16)  
OF NOVEMBER OF 1997.



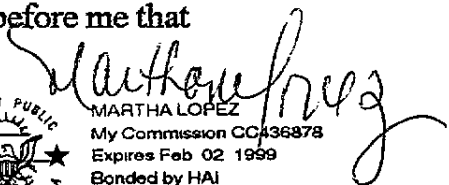
BEFORE ME, The undersigned authority, personally appeared:

MR. VINICIO AVEGNANO.. To me knows to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed such instrument.

Sworn and subscribed before me on this Nov 19/97  
Florida Driver Licence # A 125 865 350280



MARTHA LOPEZ  
My Commission CC436878  
Expires Feb 02 1999  
Bonded by HAI  
800-422-1555



Notary Public  
Of Florida, my commission  
Expires Feb 2/99

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DIVISION OF CORPORATIONS

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**CERTIFICATE OF DESIGNATED REGISTERED AGENT AND 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:

**PIZZERIA HELADERIA NAPOLI, INC.**


2.- The name and address of the registered agent and office is:

**VINICIO AVEGNANO**

**275 N W FONTAINEBLEAU BLVD # 130**

**MIAMI, FLORIDA, 33172**

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 obligation of my position as registered agent.

Signature: 

Date: 11/15/97