

ARTICLES OF INCORPORATION OF CERVONE, CORPORATION

We the undersigners, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is CERVONE, CORPORATION

ARTICLE II

The general nature of business to be transacted by this corporation will be the following:

- a. To operate a RESTAURANT

and/or any kind of business, connected with such, if permitted by the laws of this state and country.

- b. To engage in all manner of commercial transactions permitted by the laws in connection with its main purpose and to freely engage in commerce and industry to the same extent as a natural person might or could do.
- c. To do everything necessary and proper for the accomplishment of the objects enumerated in the articles or any amendment thereto or incidental to the protection and benefit of the corporation.
- d. To conduct its business in its main office and its branches in the State of Florida, or in any other state or territories of the United States, and in foreign countries, and ultimately to do all acts and to exercise all powers now or thereafter authorized by the laws necessary to carry on the business and/or promote any of the subjects or objects for which the corporation has been formed.

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TALLAHASSEE, FLORIDA

ARTICLE III

The amount of Capital Stock authorized shall be \$20,000

(TWENTY THOUSAND DOLLARS)

The maximum number of shares of stock that this corporation is authorized to have issued and outstanding at any time is

TWENTY (20) shares, all of which shall have

ONE THOUSAND DOLLARS EACH(\$1,000) par value.

ARTICLE IV

The amount of Capital with which this corporation shall begin business will be \$20,000.00 (TWENTY THOUSAND DOLLARS).

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation will be located at :

4545 N.W. 7ST #12 MIAMI, FL. 33126

ARTICLE VII

The number of Directors of this corporation shall be no less than

ONE, but no more than FOUR.

ARTICLE VIII

The corporation shall have a President, a Vice-President, a Secretary and a Treasurer. All officers shall be chosen in such manner, hold their offices for such term, and have such powers and duties as may be prescribed in the By-Laws or determined by the Board of Directors.

Any person may hold two or more offices in this corporation.

ARTICLE IX

The names and post office addresses of the first Board of Directors who, subject to the provisions of this Certificate of Corporation and the By-Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follow:

PRESIDENT: CARMINE CERVONE

VICE-PRESIDENT: FILOMENA DEMARINIS

SECRETARY: FILOMENA DEMARINIS

TREASURER: CARMINE CERVONE

ARTICLE X

The names and post office addresses of each subscriber to this Certificate of Incorporation, and the number of shares of stock which they agree to take are as follow:

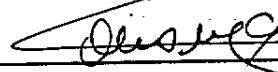
<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>
CARMINE CERVONE	100 LINCOLN RD. MIAMI BCH., FL	10
FILOMENA DEMARINIS	100 LINCOLN RD. MIAMI BCH., FL	10

ARTICLE XI

In pursuance of Chapter 48.091, Florida Statutes, the corporation has named as registered agent the following person:

CARMINE CERVONE


I, CARMINE CERVONE hereby accept the position of registered agent of the aforementioned corporation.


Signature

ARTICLE XII

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

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seal this 23RD day of NOVEMBER, 1997.



CARMINE CERVONE

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