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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: EMILIO'S ITALIAN RESTAURANT, INC.

AUDIT NUMBER.....H97000020861

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

EMILIO'S ITALIAN RESTAURANT, INC.

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ARTICLE I- NAME

The name of this corporation is EMILIO'S ITALIAN RESTAURANT, INC.

ARTICLE II- DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of Five Dollar (\$5.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

Ronald E. Shnider, Esq.  
FL BAR NO: 149153  
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7770 W. Oakland Park Blvd., #100  
Sunrise, FL 33351  
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already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - REGISTERED OFFICE AND AGENT  
AND PRINCIPAL PLACE OF BUSINESS

The street address of the corporation's registered office is 11130 West Oakland Park Boulevard, Sunrise, FL 33351 and the name of the registered agent of this corporation at said address is: Anthony E. Corso. The principal place of business of the corporation is: 11130 West Oakland Park Blvd., Sunrise, FL 33351.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

Anthony E. Corso  
11130 West Oakland Park Blvd.  
Sunrise, FL 33351

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles is: Anthony E. Corso, 11130 West Oakland Park Blvd., Sunrise, FL 33351.

ARTICLE X - AMENDMENT

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 upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 17<sup>th</sup> day of December, 1997.

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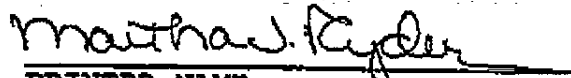
  
Anthony E. Corso

STATE OF FLORIDA *New York*

COUNTY OF BROWARD *Suffolk*

The foregoing instrument was acknowledged before me this 17<sup>th</sup>  
day of December, 1997, by Anthony E. Corso, who is personally known  
to me or who produced New York Driver's License as  
identification.

MARTHA J. RYDER  
NOTARY PUBLIC, State of New York  
No. 4517897  
Qualified in Suffolk County  
Commission Expires March 30, 1998

  
PRINTED NAME:  
My Commission Expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:

That EMILIO'S ITALIAN RESTAURANT, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Sunrise, County of Broward, State of Florida, has named Anthony E. Corso, located at 11130 West Oakland Park Blvd., Sunrise, FL 33351, County of Broward, State of Florida, as its agent to accept service of process within this state.

EMILIO'S ITALIAN RESTAURANT, INC.

By: Anthony E. Corso  
Date: December 17<sup>th</sup>, 1997

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Anthony E. Corso  
By: Anthony E. Corso  
Registered Agent  
Date: December 17<sup>th</sup>, 1997

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