



Phillips, Eisinger, Koss & Rosenfeldt, P.A.

Attorneys At Law

Presidential Circle
4000 Hollywood Boulevard
Suite 265 South
Hollywood, Florida 33021

Miami Location

Alfred I. Dupont Building
169 East Flagler Street
Suite 1000
Miami, Florida 33131

Please respond to:
Hollywood Office (X)
Miami Office ()

TELEPHONE:
954 894-8000
FACSIMILE
954 894-8015

January 7, 1998

VIA CERTIFIED MAIL

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

500002395635--1
-01/09/98-01070-003
****122.50 ****122.50

RE: Articles of Incorporation
"Fariello Restaurant Group, Inc."

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check #4875 in the amount of \$122.50 made payable to the Secretary of State. The payment is broken down as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
TOTAL:	\$122.50

Kindly return the certified copy of the Articles to the attention of the undersigned in the self-addressed stamped envelope which is enclosed for your convenience. Thank you in advance for your prompt attention to this matter.

Very truly yours,

Dennis Eisinger

DENNIS J. EISINGER
For the Firm

Encs.
DJE:as

CB
1-13-98

FILED
98 JAN -9 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FARIELLO RESTAURANT GROUP, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be:

FARIELLO RESTAURANT GROUP, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
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 already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

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98 JAN -9 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 16716 Amber Bay Drive, Weston, Florida 33331.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Dennis J. Eisinger.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names and addresses of the Directors are:

Thomas Fariello, Sr.
16716 Amber Bay Drive
Weston, Florida 33331

Richard Fariello, Sr.
4104 Amber Lane
Weston, Florida 33331

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Dennis J. Eisinger, Esq., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

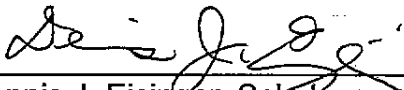
ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision 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 this 6th day of January, 1998.




Dennis J. Eisinger, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 6th DAY OF JANUARY, 1998.

By: 
Dennis J. Eisinger

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98 JAN -9 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA