

Charter Number Only

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1/29/98 Lynn

Michael striar
Requestor's Name
3864 sheridan st.
Address
Hollywood Fl. 33021
City State ZIP Phone
966-0003

VALIDATION ONLY

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98 JAN 30 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Distino corporation



Empire Toll Free: 1-800-432-3028

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- Amendment
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- Foreign
- Dissolution
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DIVISION OF CORPORATIONS

Name
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Examiner
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Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

K. Rolfe JAN 30 1998

**ARTICLES OF INCORPORATION
OF
PISINO CORPORATION**

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The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is PISINO CORPORATION.

ARTICLE II - DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be on the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of owning and operating a restaurant and any other lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of stock which the corporation is authorized to have outstanding is 100 shares of common stock of \$1.00 par value. Holders of common stock are entitled to vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal office of this corporation in the State of Florida is 18474 Northwest

67 Avenue, Miami, Florida. The name and street address of the initial registered agent of the corporation in the State of Florida are Michael P. Striar, Esquire, 3864 Sheridan Street, Hollywood, Florida 33021.

ARTICLE VI - DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws of the corporation.

The name and street address of the initial directors of this corporation are: LUCIO MONASS, 1250 Southwest 87 Way, Pembroke Pines, Florida 33025; ARMANDO MAISANI, 913 Deturk Avenue, Santa Rosa, California 95404; and VICTORIA URBAN, 913 Deturk Avenue, Santa Rosa, California 95404.

ARTICLE VII - INITIAL OFFICERS OF CORPORATION

The corporation shall have the following officers:

LUCIO MONASS--President/Secretary

ARMANDO MAISANI--Vice President

VICTORIA URBAN--Vice President

The number of officers may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws of the corporation.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are LUCIO MONASS, 1250 Southwest 87 Way, Pembroke Pines, Florida 33025.

ARTICLE IX - BY-LAWS

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

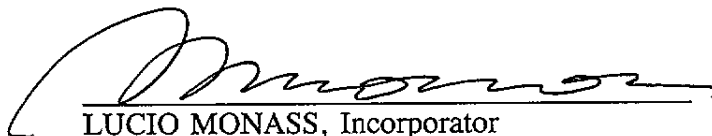
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of January, 1998.


LUCIO MONASS, Incorporator


STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LUCIO MONASS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged

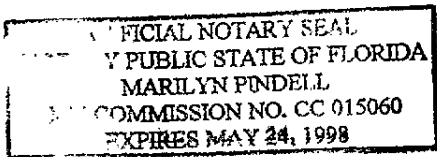
before me that he executed these Articles of Incorporation and he produced his driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 29th day of January, 1998.



Notary Public, State of Florida

My commission expires:



CERTIFICATE OF RESIDENT AGENT
OF
PISINO CORPORATION

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That PISINO CORPORATION, desiring to organize under the laws of the State of Florida with its principal office at 18474 Northwest 67 Avenue, Miami, Florida, has named Michael P. Striar, Esquire, located at 3864 Sheridan Street, Hollywood, Florida 33021, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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

DATED this 29th day of January, 1998.


MICHAEL P. STRIAR, Resident Agent

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TALLAHASSEE, FLORIDA