

P98000025729

THOMAS D. MARRYOTT, P.A.
ATTORNEYS AND COUNSELLORS AT LAW

BARNETT BANK BUILDING
SUITE 408
PUNTA GORDA, FLORIDA

THOMAS D. MARRYOTT, ESQUIRE
AMBER L. WEAVER, ESQUIRE

SECRET
FILED
DIVISION OF STATE
CORPORATIONS
98 MAR 17 AM 10:13

MAILING ADDRESS
126 EAST OLYMPIA AVE.
SUITE 408
PUNTA GORDA, FL 33950
TELEPHONE 941-639-8996
FAX 941-639-3104

March 16, 1998

DIVISION OF CORPORATIONS
409 E GAINES ST
TALLAHASSEE FL 32399

VIA OVERNIGHT DELIVERY

200002459552-0

03/17/98-01054-020

****122.50 ****122.50

To Whom it may concern:

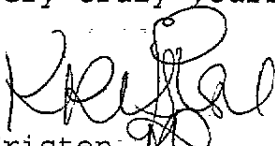
RE: PIGNOLI'S PASTA HOUSE, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-stated corporation.

Also, enclosed is a check in the amount of One Hundred Twenty-two (\$122.50) and 50/100ths Dollars. Please file same and return the certified copy to address above.

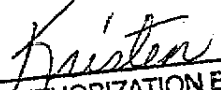


Thank you for your courtesy and assistance in this matter.

Very truly yours,



Kristen
Legal Secretary to Thomas D. Marryott

Enclosure(s)


AUTHORIZATION BY PHONE TO
CORRECT 
DATE 3/19/98
DOC. EXAM 

GAVE

ARTICLES OF INCORPORATION
OF
PIGNOLI'S PASTA HOUSE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 17 AM 10:13

ARTICLE I. NAME

The name of this corporation is PIGNOLI'S PASTA HOUSE, INC. 126 East Olympia Avenue, Suite 408, Punta Gorda, FL 33950.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

The purpose of this corporation is to engage in all lawful business under the Florida General Corporation Act.

In connection with said business, this corporation shall have the following powers, which shall not be deemed to exclude those other corporation powers granted by law.

To contract debts, borrow money and issue and sell or pledge notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtednesses as required.

To conduct business in, have one or more offices in, and hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To purchase, hold, sell and transfer shares of its own capital stock, provided that the corporation shall purchase none of its own capital stock, except from the surplus of its assets over its liabilities, including capital, and shares of its own

capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders quorum or vote.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue shares of par value common stock, which stock shall be designated as "Common shares".

ARTICLE V. VOTING RIGHTS

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

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 126 East Olympia Avenue, Suite 408, Punta Gorda, FL 33950. The initial registered agent at that address is THOMAS D. MARRYOTT, ESQ.

ARTICLE VII. INITIAL OFFICERS

The initial officers of this corporation and their addresses are as set forth below. Said officers shall serve until such time as their successors are elected and qualified.

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
GARY PROGLE	PRESIDENT	2390 TAMiami TRAIL PORT CHARLOTTE, FL 33952
JOSEPH CIRILLO	VICE PRESIDENT	2390 TAMiami TRAIL PORT CHARLOTTE, FL 33952
CARMEN FAVARA	SECRETARY/TREASURER	2390 TAMiami TRAIL PORT CHARLOTTE, FL 33948.

ARTICLE VIII. INITIAL DIRECTORS.

This corporation shall have directors initially who shall serve until their successor is elected and qualified. The number of directors may be increased from time to time by the By-Laws but shall not be less than . The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GARY PROGLE	2390 TAMiami TRAIL PORT CHARLOTTE, FL 33952
JOSEPH CIRILLO	2390 TAMiami TRAIL PORT CHARLOTTE, FL 33952
CARMEN FAVARA	2390 TAMiami TRAIL PORT CHARLOTTE, FL 33948.

ARTICLE IX. INCORPORATORS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
GARY PROGLE	2390 TAMiami TRAIL PORT CHARLOTTE, FL 33952
JOSEPH CIRILLO	2390 TAMiami TRAIL PORT CHARLOTTE, FL 33952
CARMEN FAVARA	2390 TAMiami TRAIL PORT CHARLOTTE, FL 33948.

ARTICLE X. BY-LAWS

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

ARTICLE XI. RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth next to their name:

GARY PROGLE	33 1/3
JOSEPH CIRILLO	33 1/3
CARMEN FAVARA	33 1/3

Shares held by the initial shareholders above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in written agreement among all of the shareholders and this corporation.

ARTICLE XII. CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII. SHAREHOLDERS MEETING REQUIRED

A shareholders meeting may be called by any shareholder upon thirty (30) days written notice thereof actually delivered upon all other shareholders.

ARTICLE XIV. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XV. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have
executed these Articles of Incorporation this 16th day of
March, 1998.

x Gary Progle
GARY PROGLE

x Joseph Cirillo
JOSEPH CIRILLO

x Carmen Favara
CARMEN FAVARA

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned officer, personally appeared
to me known and known by me to be the persons described in and
who executed the foregoing Articles of Incorporation, and did so
for the purposes therein expressed.

WITNESS my hand and seal this 16 day of March, 1998.



Jewell R Koch
Notary Public

ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT

I, THOMAS D. MARRYOTT, the undersigned hereby accept
designation as registered agent of PIGNOLI'S PASTA HOUSE,
INC.

Dated this 16th day of March, 1998.

THOMAS D. MARRYOTT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 MAR 17 AM 10:13