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

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-03/19/98--01090--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Please accept this Articles of Incorporation and \$70.00 for the related fee.

Thank You

Mr. Hector Rodriguez  
2173 N.W. 37th Avenue  
Coconut Creek, FL 33066-2219

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 19 AM 10:09

3-23-98  
025

ARTICLES OF INCORPORATION  
OF  
FRATELLO'S, INC.

The undersigned incorporator, for the purpose of becoming a Corporation under the General Corporation Laws of the State of Florida, providing for the formation, liabilities, rights privileges and immunities of a corporation for profit, hereby adopts the following Articles of Incorporation.

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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ARTICLE I - NAME

The name of the corporation hereby formed under these Articles shall hence, and from this day, subject to the approval of the Secretary of State, State of Florida, be known as FRATELLO'S, INC. The principal place of business of this corporation shall be : 2173 NW 37 AVE. COCONUT CREEK, FL. 33066

ARTICLE II - OBJECTIVE

FRATELLO'S, INC. shall have as its principal business objective the operation of a restaurant corporation in full and complete compliance with the Laws of the State of Florida and to conduct all business purposes set forth by said statutes. However, said corporation may engage in any and all types of associated or relative businesses and may pursue any and all business objectives in accordance with the Laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The total amount of capital stock authorized by this Corporation herein known as FRATELLO'S, INC. shall be 100 shares of par value stock. Each share of stock shall have a Five (\$5.00) Dollar par value, and all of the shares enumerated herein shall be preferred stock to have one (1) vote per share held, wherein the total voting stock would be 100 shares constituting 100 votes.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL BOARD OF DIRECTORS AND OFFICERS

There shall be not less than One (1) director but not more than Seven (7) at all times who shall constitute the Board of directors of said Corporation. The first Board of Directors will be constituted by:

HECTOR RODRIGUEZ DIRECTOR

The following name persons constitute the first officers of FRATELLO'S, INC.:

HECTOR RODRIGUEZ PRESIDENT  
2173 NW 37 AVE  
COCONUT CREEK, FL. 33066

ARTICLE VII - REGISTERED AGENT

The following named person is herein designated Resident Agent for Service of Process and by executing these Articles of Incorporation does herein accept said designation, and his residence is set forth as follows: 2173 NW 37 AVE, Coconut Creek, Florida 33066. The name of the initial registered agent is Hector Rodriguez.

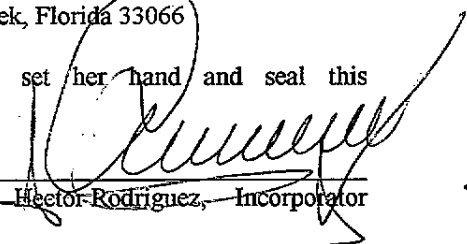
ARTICLE VIII - AMENDMENT

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

ARTICLE IX - SUBSCRIBER

The following named persons and their addresses herein appear as subscribers to these Articles of Incorporation: HECTOR RODRIGUEZ 2173 NW 37 Ave. Coconut Creek, Florida 33066

IN WITNESS WHEREOF the subscriber has hereunto set her hand and seal this 16 day of March, 1998

  
Hector Rodriguez, Incorporator

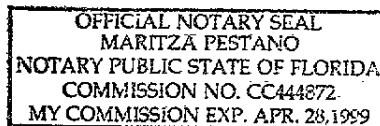
STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF BROWARD   )

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me, an officer duly authorized to administer oaths and take acknowledgments, by Hector Rodriguez, personally known to me and who did take an oath.

WITNESS my hand and seal this 16 day of March, 1998 at Ft. Lauderdale, Broward County, Florida.

  
Notary Public

My Commission expires:



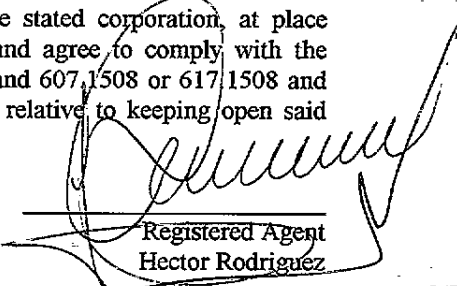
CERTIFICATE DESIGNATING OR CHANGING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First-That FRATELLO'S, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Coconut Creek, County of Broward, State of Florida has named Hector Rodriguez located at 2173 NW 37 Ave. Coconut Creek, Florida 33066 County of Broward, State of Florida, as its Agent to accept Service of Process within this State.

ACKNOWLEDGMENT:

Having been named to accept services of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act as pursuant to the provisions of Sections 607.0502 and 607.1508 or 617.1508 and 617.1508, Florida Statutes and as authorized by the board of directors, relative to keeping open said office.

  
\_\_\_\_\_  
Registered Agent  
Hector Rodriguez

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