

PA8000065242



ACCOUNT NO. : 072100000032

REFERENCE : 903534 121767A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizant*

ORDER DATE : July 24, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 903534-005

CUSTOMER NO: 121767A

CUSTOMER: Martin J. Genauer, Esq  
KARP & GENAUER, P.A.

Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 24 PM 1:07

300002597913--6

DOMESTIC FILING

NAME: GIORGIO BRUTINI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

*g* 7/24/98

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DIVISION OF CORPORATIONS  
98 JUL 24 PM 1:07

**ARTICLES OF INCORPORATION**  
**OF**  
**GIORGIO BRUTINI, INC.**

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is **GIORGIO BRUTINI, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 8888 S.W. 136th Street, Miami, FL 33176 and the corporation's mailing address is the same.

**ARTICLE III**

**DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon the date of filing of these Articles of Incorporation with the Department of State.

#### ARTICLE IV

##### NATURE OF BUSINESS

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

#### ARTICLE V

##### CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is one thousand (1,000) shares of Common Stock of a par value of one dollar (\$1.00) per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

#### ARTICLE VI

##### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Alhambra Registered Agents, Inc., a Florida corporation. The street address of the initial registered office of the corporation in the State of Florida is 2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

Andrew Foerch

4314 Tonawanda Trail  
Dayton, Ohio 45430

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Martin J. Genauer, Esq., Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134.

ARTICLE IX

BYLAWS

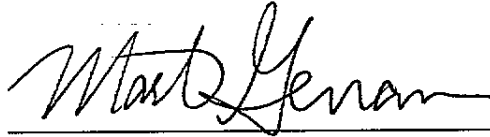
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of July, 1998.

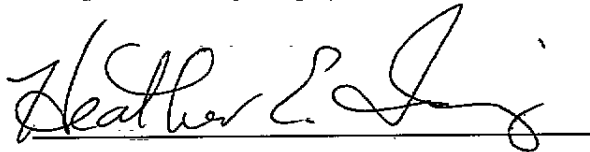


Martin J. Genauer

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

BEFORE ME, personally appeared Martin J. Genauer, to me personally known, and he did acknowledge to me that he executed the foregoing Articles of Incorporation of GIORGIO BRUTINI, INC., a Florida corporation, as his free act and deed.

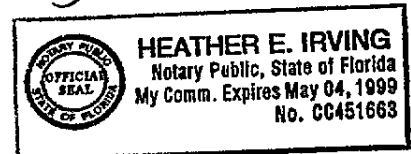
WITNESS my hand and official seal this 23 day of July 23, 1998.



Notary Public, State of Florida

Print Name: Heather E. Irving

My Commission Expires:



CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 24 PM 1:07

GIORGIO BRUTINI, INC., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Organization, in the City of Miami, County of Dade, State of Florida, has named Alhambra Registered Agents, Inc., located at 2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134, as its registered agent within the State.

Having been named registered agent for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

ALHAMBRA REGISTERED AGENTS, INC.

By: Martin Genauer  
Name: Martin Genauer  
Title: Vice President

ENDATA\MJG\1302.01\Docs\001-INCP.ART